

HCA Holdings, Inc.
Form 4
May 05, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE A BRUCE JR

(Last) (First) (Middle)
ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Group President - Service Line

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 05/01/2014 | | M | | 30,174 | A | \$ 2.8302 164,066 |
| Common Stock | 05/01/2014 | | M | | 2,600 | A | \$ 5.3074 166,666 |
| Common Stock | 05/01/2014 | | S | | 32,774 | D | \$ 52.5696 133,892 |
| Common Stock | 05/02/2014 | | M | | 42,400 | A | \$ 5.3074 176,292 |
| Common Stock | 05/02/2014 | | S | | 42,400 | D | \$ 52.5 133,892 |

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| | | | |
|--------------|--------|---|--------------------------------|
| Common Stock | 5,739 | I | By MAM Trust (Spouse, Trustee) |
| Common Stock | 9,685 | I | By MRM Trust (Spouse, Trustee) |
| Common Stock | 5,739 | I | By TCM Trust (Spouse, Trustee) |
| Common Stock | 76,598 | I | By 2013 GRAT (Spouse, Trustee) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 (2) | 05/01/2014 | | M | 5,527 | (3) 01/27/2015 | Common Stock | 5,527 (4) | |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 (2) | 05/01/2014 | | M | 3,576 | (3) 01/27/2015 | Common Stock | 3,576 (4) | |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 (2) | 05/01/2014 | | M | 1,243 | (3) 01/27/2015 | Common Stock | 1,243 (4) | |
| | | 05/01/2014 | | M | 8,090 | (3) 01/26/2016 | | | |

| | | | | | | | | | |
|---|-------------------------|------------|---|--------|------------|------------|--|--------------|-------------|
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 <u>(2)</u> | | | | | | | Common Stock | 8,0 (4) |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 <u>(2)</u> | 05/01/2014 | M | 2,058 | <u>(3)</u> | 01/26/2016 | | Common Stock | 2,0 (4) |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 <u>(2)</u> | 05/01/2014 | M | 8,712 | <u>(3)</u> | 01/26/2016 | | Common Stock | 8,7 (4) |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 <u>(2)</u> | 05/01/2014 | M | 968 | <u>(3)</u> | 01/26/2016 | | Common Stock | 968 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 <u>(2)</u> | 05/01/2014 | M | 2,600 | <u>(5)</u> | 01/30/2017 | | Common Stock | 2,6 (4) |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 <u>(2)</u> | 05/02/2014 | M | 42,400 | <u>(5)</u> | 01/30/2017 | | Common Stock | 42,4 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE A BRUCE JR ONE PARK PLAZA NASHVILLE, TN 37203 | | | Group President - Service Line | |

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

05/05/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.50 to \$52.71, inclusive. The reporting person undertakes to provide to HCA Holdings, Inc., any security holder of HCA Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) Exercise Price was adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.
- (3) Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into HCA Inc. on November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding II, LLC, Hercules Acquisition Corporation and HCA Inc., all unvested options became fully vested and immediately exercisable.
- (4) Shares have been adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.

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- (5) The option vested in equal increments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.

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