HCA Holdings, Inc. Form 4 February 27, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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if no longer

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hall Charles J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

HCA Holdings, Inc. [HCA]

Director

10% Owner Other (specify

ONE PARK PLAZA

(Month/Day/Year) 02/25/2014

X\_ Officer (give title below) below)

Group President

6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

3.

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NASHVILLE, TN 37203

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) (D) Price

Common Stock

02/25/2014

 $A^{(1)}$ 

Code V Amount

2,264

Α

\$0 13,405 D

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

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SEC 1474 (9-02)

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

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or 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 Amou<br>Underlying Secur<br>(Instr. 3 and 4) |                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------|-----------------------------------------------------------|------------------------|
|                                                     |                                                                       |                                      |                                                             | Code V                                  | (A) (D)                                                                                    | Date<br>Exercisable                                      | Expiration<br>Date | Title                                                     | Am<br>or<br>Nu<br>of S |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 17.33                                                              | 02/25/2014                           |                                                             | A                                       | 12,500                                                                                     | 02/25/2014                                               | 11/02/2021         | Common<br>Stock                                           | 12                     |
| Stock<br>Appreciation<br>Right                      | \$ 22.95                                                              | 02/25/2014                           |                                                             | A                                       | 18,750                                                                                     | 02/25/2014                                               | 02/08/2022         | Common<br>Stock                                           | 18                     |
| Stock<br>Appreciation<br>Right                      | \$ 37.18                                                              | 02/25/2014                           |                                                             | A                                       | 13,750                                                                                     | 02/25/2014                                               | 02/06/2023         | Common<br>Stock                                           | 13                     |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hall Charles J

ONE PARK PLAZA Group President

NASHVILLE, TN 37203

## **Signatures**

/s/ Natalie Harrison Cline,
Attorney-in-Fact
02/27/2014

\*\*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) Represents common stock underlying 2,264 restricted share units which shall vest in two equal installments on the second and third anniversaries of the grant date.
- On November 2, 2011, the reporting person was granted an option to purchase 50,000 shares of common stock. The option vests in equal increments of up to 25% at the end of each of fiscal years 2011, 2012, 2013 and 2014 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2013, 100% of the shares subject to such criteria vested, resulting in the vesting of the option as to 12,500 shares.
- On February 8, 2012, the reporting person was granted 75,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2013, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 18,750 stock appreciation rights.

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On February 6, 2013, the reporting person was granted 55,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA

(4) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2013, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 13,750 stock appreciation rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.