

HCA Holdings, Inc.
Form 4
December 29, 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 *
HAZEN SAMUEL N

(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)
12/23/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President - Operations

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|--------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/23/2014 | | M ⁽¹⁾ | | 252,051 | A | \$ 5.3074 | 315,359 | D | |
| Common Stock | 12/23/2014 | | M ⁽¹⁾ | | 108,030 | A | \$ 11.3208 | 423,389 | D | |
| Common Stock | 12/23/2014 | | S ⁽¹⁾ | | 180,051 | D | \$ 75 | 243,338 | D | |
| Common Stock | 12/23/2014 | | F ⁽¹⁾ | | 87,949 | D | \$ 75 | 155,389 | D | |
| Common Stock | | | | | | | | 180,000 | I | By LLC |

| | | | |
|--------------|---------|---|-------------------------------------|
| Common Stock | 62,208 | I | By Trust (Spouse, Trustee) |
| Common Stock | 135,586 | I | By GRAT (Reporting Person, Trustee) |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Am Nu Sha |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 <u>(2)</u> | 12/23/2014 | | M ⁽¹⁾ | 72,000 | <u>(3)</u> 01/30/2017 | Common Stock 7 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 <u>(2)</u> | 12/23/2014 | | M ⁽¹⁾ | 180,051 | <u>(5)</u> 01/30/2017 | Common Stock 18 |
| Non-Qualified Stock Option (right to buy) | \$ 11.3208 <u>(2)</u> | 12/23/2014 | | M ⁽¹⁾ | 108,030 | <u>(6)</u> 01/30/2017 | Common Stock 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAZEN SAMUEL N ONE PARK PLAZA NASHVILLE, TN 37203 | | | President - Operations | |

Signatures

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

12/29/2014

__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 option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2014.
 - (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) The option vested in two equal annual installments beginning on January 30, 2011.
 - (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.

On January 30, 2007, the reporting person was granted an option to purchase 240,026 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of the closing of the initial public offering of the Issuer's securities on March 15, 2011, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.
 - (6) The option vested in equal increments at the end of fiscal years 2007, 2008 and 2009 based upon the achievement of certain annual EBITDA performance targets.

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