

Reiner Deborah M
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Reiner Deborah M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

ONE PARK PLAZA

01/31/2018

SVP - Mktg. & Communications

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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 | Price | |
| Common Stock | 01/31/2018 | | M ⁽¹⁾ | | 5,000 | A \$ 22.95 | 7,020 D |
| Common Stock | 01/31/2018 | | M ⁽¹⁾ | | 6,525 | A \$ 47.97 | 13,545 D |
| Common Stock | 01/31/2018 | | M ⁽¹⁾ | | 3,000 | A \$ 68.96 | 16,545 D |
| Common Stock | 01/31/2018 | | M ⁽¹⁾ | | 1,495 | A \$ 69.58 | 18,040 D |
| Common Stock | 01/31/2018 | | S ⁽¹⁾ | | 2,020 | D \$ 102 | 16,020 D |

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| | | | | | | | |
|--------------|------------|-------------------------|-------|---|-----------|-------|---|
| Common Stock | 01/31/2018 | <u>F</u> ⁽¹⁾ | 9,475 | D | \$ 101.16 | 6,545 | D |
| Common Stock | 02/02/2018 | <u>S</u> ⁽¹⁾ | 6,545 | D | \$ 101.54 | 0 | D |

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 22.95 | 01/31/2018 | | <u>M</u> ⁽¹⁾ | 2,500 | <u>(2)</u> | 02/08/2022 | Common Stock |
| Stock Appreciation Right | \$ 22.95 | 01/31/2018 | | <u>M</u> ⁽¹⁾ | 2,500 | <u>(3)</u> | 02/08/2022 | Common Stock |
| Stock Appreciation Right | \$ 47.97 | 01/31/2018 | | <u>M</u> ⁽¹⁾ | 3,150 | <u>(4)</u> | 02/05/2024 | Common Stock |
| Stock Appreciation Right | \$ 47.97 | 01/31/2018 | | <u>M</u> ⁽¹⁾ | 3,375 | <u>(5)</u> | 02/05/2024 | Common Stock |
| Stock Appreciation Right | \$ 68.96 | 01/31/2018 | | <u>M</u> ⁽¹⁾ | 3,000 | <u>(6)</u> | 02/04/2025 | Common Stock |
| Stock Appreciation Right | \$ 69.58 | 01/31/2018 | | <u>M</u> ⁽¹⁾ | 1,495 | <u>(7)</u> | 01/29/2026 | Common Stock |
| Stock Appreciation Right | \$ 101.16 | 01/31/2018 | | A | 13,730 | 01/31/2019 ⁽⁸⁾ | 01/31/2028 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | Other |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | |
| Reiner Deborah M ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP - Mktg. & Communications | |

Signatures

/s/ Kevin A. Ball,
Attorney-in-Fact

02/02/2018

 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 exercise of stock appreciation rights and sales of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The stock appreciation rights vested in four equal annual installments beginning on February 8, 2013.
- (3) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
- (4) The stock appreciation rights vested at the end of fiscal years 2014, 2015 and 2016 based upon the achievement of certain annual EBITDA performance targets.
- (5) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (7) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (8) The stock appreciation rights vest in four equal annual installments beginning on January 31, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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