

RUTHERFORD BILL B
Form 4
February 02, 2018

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 *
RUTHERFORD BILL B

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)
ONE PARK PLAZA

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/31/2018

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

NASHVILLE, TN 37203

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

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/01/2018 | | M | | 9,832 | A | \$ 5.3385 | 41,269 | D | |
| Common Stock | 02/01/2018 | | M | | 27,594 | A | \$ 5.9821 | 68,863 | D | |
| Common Stock | 02/01/2018 | | M | | 16,554 | A | \$ 6.4772 | 85,417 | D | |
| Common Stock | 02/01/2018 | | M | | 9,829 | A | \$ 7.4739 | 95,426 | D | |
| Common Stock | 02/01/2018 | | M | | 5,518 | A | \$ 10.9168 | 100,764 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------------------|---------|---|
| Common Stock | 02/01/2018 | M | 9,829 | A | \$ 11.3585 | 110,593 | D |
| Common Stock | 02/01/2018 | M | 5,518 | A | \$ 15.9112 | 116,111 | D |
| Common Stock | 02/01/2018 | F | 14,976 | D | \$ 102.24 | 101,135 | D |
| Common Stock | 02/01/2018 | S | 24,700 | D | \$ 101.9831 <u>(1)</u> | 76,435 | D |
| Common Stock | 02/01/2018 | S | 23,762 | D | \$ 102.8726 <u>(2)</u> | 52,673 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 101.16 | 01/31/2018 | | A | 70,900 | 01/31/2019 ⁽³⁾ | 01/31/2028 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.3385 ⁽⁴⁾ | 02/01/2018 | | M | 9,832 | ⁽⁵⁾ | 02/25/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.9821 ⁽⁴⁾ | 02/01/2018 | | M | 16,556 | ⁽⁷⁾ | 08/27/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.9821 ⁽⁴⁾ | 02/01/2018 | | M | 11,038 | ⁽⁸⁾ | 08/27/2019 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.4772 ⁽⁴⁾ | 02/01/2018 | | M | 5,518 | 08/27/2011 | 08/27/2019 | Common Stock |

| | | | | | | | |
|---|--------------------------|------------|---|--------|-------------|------------|---------------|
| Non-Qualified Stock Option (right to buy) | \$ 6.4772 <u>(4)</u> | 02/01/2018 | M | 11,036 | <u>(9)</u> | 08/27/2019 | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 7.4739 <u>(4)</u> | 02/01/2018 | M | 9,829 | 02/25/2012 | 02/25/2019 | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 10.9168 <u>(4)</u> | 02/01/2018 | M | 5,518 | 08/27/2010 | 08/27/2019 | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 11.3585 <u>(4)</u> | 02/01/2018 | M | 9,829 | <u>(10)</u> | 02/25/2019 | Comm Stock |
| Non-Qualified Stock Option (right to buy) | \$ 15.9112 <u>(4)</u> | 02/01/2018 | M | 5,518 | <u>(11)</u> | 08/27/2019 | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUTHERFORD BILL B ONE PARK PLAZA NASHVILLE, TN 37203 | | | CFO and EVP | |

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.58 to \$102.55, inclusive. The reporting person undertakes to provide to HCA Healthcare, Inc., any security holder of HCA Healthcare, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.57 to \$103.19, inclusive. The reporting person undertakes to provide to HCA Healthcare, Inc., any security holder of HCA Healthcare, 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.

(3) The stock appreciation rights vest in four equal annual installments beginning on January 31, 2019.

(4) 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.

(5) On February 25, 2009, the reporting person was granted an option to purchase 29,494 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

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vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.

- (6) 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.
- (7) The option was scheduled to vest in three equal annual installments beginning on August 27, 2012. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.
The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (8) The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (9) The option vested at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (10) The option vested at the end of fiscal year 2012 based upon the achievement of certain annual EBITDA performance targets.
- (11) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.

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.