**SECURITIES** 

WILLIAMS NOEL B

Check this box

if no longer

subject to

Form 5

Section 16.

Form 4

December 14, 2010

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS NOEL B			2. Issuer Name <b>and</b> Ticker or Trading Symbol HCA Holdings, Inc. [NONE]				ing	5. Relationship of Reporting Person(s) to Issuer			
(Last) ONE PARI		Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2010					(Check all applicable)  Director 10% OwnerX_ Officer (give title Other (specify below)  SVP and CIO			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock	12/10/2010			M	6,039	A	\$ 12.75	6,039	D		
Common Stock	12/10/2010			M	9,579	A	\$ 12.75	15,618	D		
Common Stock								7,132	I	By GRAT (Reporting Person,	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Trustee)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.75	12/10/2010		M	6,039	<u>(1)</u>	03/22/2011	Common Stock	6,03
Non-Qualified Stock Option (right to buy)	\$ 12.75	12/10/2010		M	9,579	(2)	01/24/2012	Common Stock	9,57

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

WILLIAMS NOEL B ONE PARK PLAZA NASHVILLE, TN 37203

SVP and CIO

### **Signatures**

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

12/14/2010

\*\*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 vested in four equal annual installments beginning on March 22, 2002.
- On December 16, 2004, HCA Inc. announced the acceleration of vesting of all unvested options awarded to employees and officers under the HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA Inc.'s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.

Reporting Owners 2

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#### **Remarks:**

On November 22, 2010, HCA Holdings, Inc. became the successor of HCA Inc. pursuant to a merger. The merger resulted in

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