

HCA Holdings, Inc.
Form 4
August 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Morgan Sandra L.

(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)
08/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP-Provider Relations

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/10/2015		M		24,577	A	\$ 5.7847 25,788.8654
Common Stock	08/10/2015		M		6,759	A	\$ 5.9821 32,547.8654
Common Stock	08/10/2015		S		31,336	D	\$ 91.2817 1,211.8654

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

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SEC 1474
(9-02)

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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.7847 ⁽²⁾	08/10/2015		M	6,144	⁽³⁾ 05/28/2018	Common Stock	6,144 ⁽⁴⁾
Non-Qualified Stock Option (right to buy)	\$ 5.7847 ⁽²⁾	08/10/2015		M	12,289	⁽⁵⁾ 05/28/2018	Common Stock	12,289 ⁽⁴⁾
Non-Qualified Stock Option (right to buy)	\$ 5.7847 ⁽²⁾	08/10/2015		M	6,144	⁽⁶⁾ 05/28/2018	Common Stock	6,144 ⁽⁴⁾
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽²⁾	08/10/2015		M	6,759	⁽⁷⁾ 08/27/2019	Common Stock	6,759 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgan Sandra L. ONE PARK PLAZA NASHVILLE, TN 37203			SVP-Provider Relations	

Signatures

/s/ Kevin A. Ball, Attorney-in-Fact 08/11/2015

⁽²⁾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)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$91.25 to \$91.41, inclusive. The reporting person undertakes to provide to HCA Holdings, Inc., any security holder of HCA Holdings, 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) 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 at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (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 May 28, 2008, the reporting person was granted an option to purchase 12,289 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 two equal annual installments beginning on May 28, 2011.

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.

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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