

HCA Holdings, Inc.
Form 4
January 19, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chari Ravi S.

(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)

01/17/2017

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)

SVP-Clinical Excellence

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/17/2017		M ⁽¹⁾		20,000	A	\$ 22.95
							30,247.0531 (2)
Common Stock	01/17/2017		M ⁽¹⁾		12,750	A	\$ 37.18
							42,997.0531 (2)
Common Stock	01/17/2017		M ⁽¹⁾		7,000	A	\$ 47.97
							49,997.0531 (2)
Common Stock	01/17/2017		M ⁽¹⁾		2,750	A	\$ 68.96
							52,747.0531 (2)
Common Stock	01/17/2017		F ⁽¹⁾		26,599	D	\$ 80.93
							26,148.0531 (2)

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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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 22.95	01/17/2017		M ⁽¹⁾		10,000		⁽³⁾	02/08/2022	Common Stock	10,000
Stock Appreciation Right	\$ 22.95	01/17/2017		M ⁽¹⁾		10,000		⁽⁴⁾	02/08/2022	Common Stock	10,000
Stock Appreciation Right	\$ 37.18	01/17/2017		M ⁽¹⁾		6,375		⁽⁵⁾	02/06/2023	Common Stock	6,375
Stock Appreciation Right	\$ 37.18	01/17/2017		M ⁽¹⁾		6,375		⁽⁶⁾	02/06/2023	Common Stock	6,375
Stock Appreciation Right	\$ 47.97	01/17/2017		M ⁽¹⁾		3,500		⁽⁷⁾	02/05/2024	Common Stock	3,500
Stock Appreciation Right	\$ 47.97	01/17/2017		M ⁽¹⁾		3,500		⁽⁸⁾	02/05/2024	Common Stock	3,500
Stock Appreciation Right	\$ 68.96	01/17/2017		M ⁽¹⁾		2,750		⁽⁹⁾	02/04/2025	Common Stock	2,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Chari Ravi S.
ONE PARK PLAZA
NASHVILLE, TN 37203

SVP-Clinical Excellence

Signatures

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

01/19/2017

__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 sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Includes 568,0531 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (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 right vested in four equal annual installments beginning on February 8, 2013.
- On February 6, 2013, the reporting person was granted 8,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013, 2014 and 2015 was met, resulting in the vesting of 6,375 stock appreciation rights.
- (5) The stock appreciation rights vest in four equal annual installments beginning on February 6, 2014.
- On February 5, 2014, the reporting person was granted 7,000 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2014 and 2015 was met, resulting in the vesting of 3,500 stock appreciation rights.
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (7) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (8) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (9) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.

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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