

FRIST PATRICIA C
Form 5
February 02, 2011

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FRIST PATRICIA C

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [(NONE)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3100 WEST END AVENUE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$0.01 per share | 12/27/2010 | ^ | G | 319,877 A | \$ 0 319,877 | I | Held indirectly through Hercules Holding II, LLC by Patricia Champion Frist 2010 GRAT No. 2 (1) (2) |

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|--|---|---|---|---|---|---|---|---|--|
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC ⁽¹⁾ ⁽²⁾ |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist, Jr. ⁽¹⁾ ⁽²⁾ |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holdings II, LLC as trustee of trust ⁽¹⁾ ⁽²⁾ |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | Held indirectly through Hercules Holding II, LLC by Frisco, Inc. ⁽¹⁾ ⁽³⁾ |

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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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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

| | | |
|-------------|------------|--------|
| Date | Expiration | Amount |
| Exercisable | Date | or |
| | | Number |
| | | of |
| | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIST PATRICIA C 3100 WEST END AVENUE NASHVILLE, TN 37203 | Â | Â X | Â | Â |

Signatures

/s/ Natalie H. Cline, Attorney-in-Fact for Reporting Person

02/02/2011

__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).

Hercules Holding II, LLC ("Hercules") holds 91,845,692 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(1) Patricia C. Frist ("PCF") directly owns 45,498 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. by virtue of her membership in Hercules Holding II, LLC. PCF may also be deemed to have indirect beneficial ownership in respect of 17,261 units of Hercules, through an indirect pecuniary interest in such units held by her husband, Thomas F. Frist, Jr., and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. PCF is the trustee of the Thomas F. Frist, Jr. 2010 Grantor Retained Annuity Trust No. 4 and PCF's husband is the trustee of the Patricia Champion Frist 2010 Grantor Retained Annuity Trust No. 2 and PCF may be deemed to be the beneficial owner of the 319,878 and 319,877 units of Hercules held by these trusts, respectively, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(2) PCF may also be deemed to share voting and dispositive power with respect to 17,804,125 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc., by virtue of her position as a director and officer of Frisco, Inc. Frisco, Inc. has beneficial ownership of 17,804,125 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

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Remarks:

On November 22, 2010, HCA Holdings, Inc. became the successor of HCA Inc. pursuant to a merger. HCA Inc. becoming a parent holding company of HCA Inc., but did not alter the proportionate interests.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.