

CAMPBELL VICTOR L
Form 4
March 17, 2011

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 *
CAMPBELL VICTOR 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)
03/15/2011

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

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 (A) or (D) Price | | | |
| Common Stock | 03/15/2011 | | M | 40,481 A \$ 2.8302 | 196,393 ⁽¹⁾ | D | |
| Common Stock | 03/15/2011 | | F | 14,855 D \$ 30 | 181,538 ⁽¹⁾ | D | |
| Common Stock | 03/15/2011 | | S | 41,066 D \$ 28.9125 | 140,472 ⁽¹⁾ | D | |
| Common Stock | | | | | 33,196 ⁽¹⁾ | I | By 2007 GRAT (Spouse, Trustee) |
| | | | | | 33,196 ⁽¹⁾ | I | |

| | | | | | | |
|--------------|-----------------------|---|--|--|--|--|
| Common Stock | | | | | | By 2007 GRAT (Spouse, Trustee) |
| Common Stock | 69,967 ⁽¹⁾ | I | | | | By 2009 GRAT (Reporting Person, Trustee) |
| Common Stock | 21,925 ⁽¹⁾ | I | | | | By 2009 GRAT 2 (Reporting Person, Trustee) |

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

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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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 | 03/15/2011 | | A | 25,002 | 03/15/2011 01/30/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 | 03/15/2011 | | M | 32,363 | ⁽⁴⁾ 01/24/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 | 03/15/2011 | | M | 8,118 | ⁽⁴⁾ 01/29/2013 | Common Stock |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CAMPBELL VICTOR L
ONE PARK PLAZA
NASHVILLE, TN 37203

SVP

Signatures

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

03/17/2011

__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).
- (1) 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.
- (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.

On January 30, 2007, the reporting person was granted an option to purchase 75,008 shares of common stock, which vest upon achievement of certain predetermined investment return targets. The option reported herein resulted from the vesting of 1/3 of the option granted on January 30, 2007 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.
- (3) 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.
- (4)

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.