

HCA Holdings, Inc.
Form 4
November 12, 2015

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 *
YUSPEH ALAN R

(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)
11/10/2015

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 & Chief Ethics Officer

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 | Price | |
| Common Stock | 11/10/2015 | | M | | 7,002 | A \$ 5.3074 | 31,002 D |
| Common Stock | 11/10/2015 | | M | | 16,896 | A \$ 5.9821 | 47,898 D |
| Common Stock | 11/10/2015 | | M | | 10,134 | A \$ 6.4772 | 58,032 D |
| Common Stock | 11/10/2015 | | M | | 3,378 | A \$ 10.9168 | 61,410 D |
| Common Stock | 11/10/2015 | | M | | 3,378 | A \$ 15.9112 | 64,788 D |

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Common Stock 11/10/2015 S 40,788 D \$ 69.7423 24,000 D
(1)

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ <u>5.3074</u> ⁽²⁾ | 11/10/2015 | | M | 7,002 | <u>(3)</u> 01/30/2017 | Common Stock 7,002 |
| Non-Qualified Stock Option (right to buy) | \$ <u>5.9821</u> ⁽²⁾ | 11/10/2015 | | M | 10,137 | <u>(5)</u> 08/27/2019 | Common Stock 10,137 |
| Non-Qualified Stock Option (right to buy) | \$ <u>5.9821</u> ⁽²⁾ | 11/10/2015 | | M | 6,759 | <u>(6)</u> 08/27/2019 | Common Stock 6,759 |
| Non-Qualified Stock Option (right to buy) | \$ <u>6.4772</u> ⁽²⁾ | 11/10/2015 | | M | 3,378 | 08/27/2011 08/27/2019 | Common Stock 3,378 |
| Non-Qualified Stock Option (right to buy) | \$ <u>6.4772</u> ⁽²⁾ | 11/10/2015 | | M | 6,756 | <u>(7)</u> 08/27/2019 | Common Stock 6,756 |
| Non-Qualified Stock Option (right to buy) | \$ <u>10.9168</u> ⁽²⁾ | 11/10/2015 | | M | 3,378 | 08/27/2010 08/27/2019 | Common Stock 3,378 |
| Non-Qualified Stock Option (right to buy) | \$ <u>15.9112</u> ⁽²⁾ | 11/10/2015 | | M | 3,378 | <u>(8)</u> 08/27/2019 | Common Stock 3,378 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YUSPEH ALAN R ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP & Chief Ethics Officer | |

Signatures

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

11/12/2015

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.43 to \$69.95, 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 in two equal annual installments beginning on January 30, 2011.

(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.

(5) The option vested in equal increments on August 27, 2012 and August 27, 2013, and the remainder vested 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.

(6) 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.

(7) The option vested in equal increments at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.

(8) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.

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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