

FRIST THOMAS F JR
Form 4
December 28, 2010

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 *
FRIST THOMAS F JR

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3100 WEST END AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2010

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

NASHVILLE, TN 37203
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	12/27/2010		J	479,755 D	\$ 104.22 2,000,136	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist, Jr. 2009 GRAT ⁽¹⁾ ₍₂₎
	12/27/2010		G	V 319,877 D	\$ 0 17,261	I	

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Common Stock, par value \$0.01 per share			Held indirectly through Hercules Holding II, LLC ⁽¹⁾ <u>(3)</u>
Common Stock, par value \$0.01 per share	319,878	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist 2010 GRAT NO. 4 ⁽¹⁾ <u>(2)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share	300,000	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist, Jr. 2010 GRAT ⁽¹⁾ <u>(4)</u>
Common Stock, par value \$0.01 per share	16,113	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist GST Tax Exempt Fund ⁽¹⁾ <u>(4)</u>
Common Stock, par value \$0.01 per share	319,877	I	Held indirectly through Hercules Holding

Common Stock, par value \$0.01 per share	45,498	I	II, LLC by the Patricia Frist 2010 GRAT No. 2 ⁽¹⁾ ₍₄₎ Held indirectly through Hercules Holding II, LLC by Patricia C. Frist ⁽¹⁾ ₍₃₎
Common Stock, par value \$0.01 per share	17,804,125	I	Held indirectly through Hercules Holding II, LLC by Frisco, Inc. ⁽¹⁾ ₍₅₎
Common Stock, par value \$0.01 per share	17,804,125	I	Held indirectly through Hercules Holding II, LLC by Frisco Partners ⁽¹⁾ ₍₅₎

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	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. Nu Deriv Secur Bene Own Follo Repo Trans
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Remarks:

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

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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