

Vallarino Juan
Form 4
May 20, 2013

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 *
Vallarino Juan

(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)
05/16/2013

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- Employer&Payer Engagement

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/16/2013 | | M | A | \$ 2.8302 | 108,234 | D |
| Common Stock | 05/16/2013 | | M | A | \$ 5.3074 | 186,236 | D |
| Common Stock | 05/16/2013 | | F | D | \$ 39.49 | 141,886 | D |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 9,834 | ⁽²⁾ | 01/29/2014 | Common Stock | 9,834 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 2,207 | ⁽³⁾ | 01/27/2015 | Common Stock | 2,207 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 495 | ⁽³⁾ | 01/27/2015 | Common Stock | 495 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 1,428 | ⁽³⁾ | 01/27/2015 | Common Stock | 1,428 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 306 | ⁽³⁾ | 01/26/2016 | Common Stock | 306 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 1,653 | ⁽³⁾ | 01/26/2016 | Common Stock | 1,653 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 387 | ⁽³⁾ | 01/26/2016 | Common Stock | 387 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 ⁽¹⁾ | 05/16/2013 | | M | 180 | ⁽³⁾ | 01/26/2016 | Common Stock | 180 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 ⁽¹⁾ | 05/16/2013 | | M | 42,000 | ⁽⁴⁾ | 01/30/2017 | Common Stock | 42,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 ⁽¹⁾ | 05/16/2013 | | M | 18,001 | ⁽⁵⁾ | 01/30/2017 | Common Stock | 18,001 |

| | | | | | | | | |
|---|-------------------------|------------|---|--------|------------|------------|-----------------|--------|
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 <u>(1)</u> | 05/16/2013 | M | 18,001 | <u>(6)</u> | 01/30/2017 | Common Stock | 18,000 |
|---|-------------------------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vallarino Juan ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP- Employer&Payer Engagement | |

Signatures

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

05/20/2013

__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) 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.

(2) On December 16, 2004, HCA 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's common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.

(3) Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into HCA Inc. on November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding II, LLC, Hercules Acquisition Corporation and HCA Inc., all unvested options became fully vested and immediately exercisable.

(4) On January 30, 2007, the reporting person was granted an option to purchase 45,004 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested 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, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.

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

(6) The option vested in two equal annual installments beginning on January 30, 2011.

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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