

HCA Holdings, Inc.
 Form 4
 November 08, 2016

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 *
 Foster Jon M

(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)
 11/04/2016

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)
 Group President

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	(D)	Price
Common Stock	11/04/2016		M		27,594	A	\$ 5.9821 55,785
Common Stock	11/04/2016		M		16,554	A	\$ 6.4772 72,339
Common Stock	11/04/2016		M		5,518	A	\$ 10.9168 77,857
Common Stock	11/04/2016		M		5,518	A	\$ 15.9112 83,375
Common Stock	11/04/2016		F		26,393	D	\$ 75.33 56,982

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

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(9-02)

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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽¹⁾	11/04/2016		M	11,038	⁽²⁾ 08/27/2019	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽¹⁾	11/04/2016		M	16,556	⁽⁴⁾ 08/27/2019	Common Stock	16
Non-Qualified Stock Option (right to buy)	\$ 6.4772 ⁽¹⁾	11/04/2016		M	5,518	08/27/2011 08/27/2019	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 6.4772 ⁽¹⁾	11/04/2016		M	11,036	⁽⁵⁾ 08/27/2019	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 10.9168 ⁽¹⁾	11/04/2016		M	5,518	08/27/2010 08/27/2019	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 15.9112 ⁽¹⁾	11/04/2016		M	5,518	⁽⁶⁾ 08/27/2019	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foster Jon M ONE PARK PLAZA NASHVILLE, TN 37203			Group President	

Signatures

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

11/08/2016

__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.
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.
 - (2) 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.
 - (3) The option was scheduled to vest in three equal annual installments beginning on August 27, 2012. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.
 - (4) 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.
 - (5) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.

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