

Stinnett Donald W
Form 4
November 15, 2012

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 *
Stinnett Donald W

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PARK PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Controller

NASHVILLE, TN 37203

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

(City) (State) (Zip)

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	11/13/2012		M	23,413 A \$ 2.8302	125,892	D	
Common Stock	11/13/2012		M	110,010 A \$ 5.3074	235,902	D	
Common Stock	11/13/2012		F	61,679 D \$ 31.69	174,223	D	
Common Stock	11/13/2012		G	V <u>100,000</u> ⁽¹⁾ D \$ 0	74,223	D	
Common Stock	11/13/2012		G	V <u>100,000</u> ⁽¹⁾ A \$ 0	100,000 <u>(1)</u>	I	By Trust (Spouse, Trustee)

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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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	2,761	<u>(3)</u> 01/27/2015	Common Stock	2,761
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	621	<u>(3)</u> 01/27/2015	Common Stock	621
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	11,352	<u>(3)</u> 10/01/2015	Common Stock	11,352
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	1,788	<u>(3)</u> 01/27/2015	Common Stock	1,788
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	833	<u>(3)</u> 01/26/2016	Common Stock	833
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	4,495	<u>(3)</u> 01/26/2016	Common Stock	4,495
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	1,063	<u>(3)</u> 01/26/2016	Common Stock	1,063
Non-Qualified Stock Option (right to buy)	\$ 2.8302 <u>(2)</u>	11/13/2012		M	500	<u>(3)</u> 01/26/2016	Common Stock	500
Non-Qualified Stock Option (right to buy)	\$ 5.3074 <u>(2)</u>	11/13/2012		M	30,003	<u>(4)</u> 01/30/2017	Common Stock	30,003

Non-Qualified Stock Option (right to buy)	\$ 5.3074 <u>(2)</u>	11/13/2012	M	30,003	<u>(5)</u>	01/30/2017	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 5.3074 <u>(2)</u>	11/13/2012	M	50,004	<u>(6)</u>	01/30/2017	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stinnett Donald W ONE PARK PLAZA NASHVILLE, TN 37203			SVP & Controller	

Signatures

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

11/15/2012

__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) On November 13, 2012, the reporting person gifted 100,000 shares to a trust.

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

(5) 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.

(6) 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. 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, and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 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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