

HCA Holdings, Inc.  
Form 4  
February 07, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**JOHNSON R MILTON**

(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)  
**02/05/2014**

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)  
**President & CEO**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/06/2014                           |  | M                              |   | 29,016  | A  | \$ 2.8302                         |
| Common Stock                    | 02/06/2014                           |  | F                              |   | 10,124  | D  | \$ 48.37                          |
| Common Stock                    |                                      |  |                                |   |   |  | 322,624                           |
|                                 |                                      |  |                                |   |   | I  | By Trust (Spouse, Trustee)        |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

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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 Underlying (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|
|  |  |                                      |  | Code V                         | (A)   | (D)  |                                |
| Stock Appreciation Right                   | \$ 47.97   | 02/05/2014                           |  | A                              | 182,500   | 02/05/2015 <sup>(1)</sup> 02/05/2024                     | Common Stock                   |
| Non-Qualified Stock Option (right to buy)  | \$ 2.8302  | 02/06/2014                           |  | M                              | 15,497  | <sup>(2)</sup> 01/27/2015                                | Common Stock                   |
| Non-Qualified Stock Option (right to buy)  | \$ 2.8302  | 02/06/2014                           |  | M                              | 3,491   | <sup>(2)</sup> 01/27/2015                                | Common Stock                   |
| Non-Qualified Stock Option (right to buy)  | \$ 2.8302  | 02/06/2014                           |  | M                              | 10,028  | <sup>(2)</sup> 01/27/2015                                | Common Stock                   |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| JOHNSON R MILTON<br>ONE PARK PLAZA<br>NASHVILLE, TN 37203 | X             |           | President & CEO |       |

## Signatures

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

02/07/2014

\_\_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 stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.

Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into HCA Inc. on November 17, 2006,

(2) 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.

## Edgar Filing: HCA Holdings, Inc. - Form 4

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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