

HCA Holdings, Inc.  
Form 4  
May 20, 2015

**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 \*  
Perlin Jonathan B

(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)  
05/18/2015

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)  
Pres-Clinical Services & CMO

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	05/18/2015		M <sup>(1)</sup>		18,000	A	\$ 11.3208
							32,755.2832 (2)
Common Stock	05/18/2015		S <sup>(1)</sup>		18,000	D	\$ 81
							14,755.2832 (2)
Common Stock	05/19/2015		M <sup>(1)</sup>		18,000	A	\$ 11.3208
							32,755.2832 (2)
Common Stock	05/19/2015		S <sup>(1)</sup>		18,000	D	\$ 83
							14,755.2832 (2)
Common Stock							913
						I	By 2011 GRAT, Reporting

Common Stock	3,846	I	Person Trustee  By 2012 GRAT, Reporting Person 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Securities
Non-Qualified Stock Option (right to buy)	\$ 11.3208 <u>(3)</u>	05/18/2015		M <sup>(1)</sup>	18,000	<u>(4)</u>	01/30/2017	Common Stock	18, (5)
Non-Qualified Stock Option (right to buy)	\$ 11.3208 <u>(3)</u>	05/19/2015		M <sup>(1)</sup>	18,000	<u>(4)</u>	01/30/2017	Common Stock	18, (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perlin Jonathan B ONE PARK PLAZA NASHVILLE, TN 37203				Pres-Clinical Services & CMO

## Signatures

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

05/20/2015

          \*\*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 option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 13, 2015.
- (2) Includes 388.2832 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (3) 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.
- (4) The option vested in equal increments at the end of fiscal years 2007, 2008, and 2009 based upon the achievement of certain annual EBITDA performance targets.
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.