

HCA Holdings, Inc.
Form 4
March 29, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Chari Ravi S.

(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)
03/27/2017

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-Clinical Excellence

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	03/27/2017		M ⁽¹⁾		6,397	A	\$ 5.9821
Common Stock	03/27/2017		M ⁽¹⁾		1,184	A	\$ 15.9112
Common Stock	03/27/2017		M ⁽¹⁾		18,750	A	\$ 17.33
Common Stock	03/27/2017		M ⁽¹⁾		3,125	A	\$ 21.35
Common Stock	03/27/2017		M ⁽¹⁾		2,500	A	\$ 22.1

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Common Stock 03/27/2017 S(1) 31,956 D \$ 90 1,357.0531 D

Common Stock 10,000 I By GRAT (Spouse, Trustee)

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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽²⁾	03/27/2017		<u>M</u> (1)	4,505	⁽³⁾ 08/27/2019	Common Stock	4,505 ⁽⁴⁾
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽²⁾	03/27/2017		<u>M</u> (1)	1,892	⁽⁵⁾ 08/27/2019	Common Stock	1,892 ⁽⁴⁾
Non-Qualified Stock Option (right to buy)	\$ 15.9112 ⁽²⁾	03/27/2017		<u>M</u> (1)	1,184	⁽⁶⁾ 08/27/2019	Common Stock	1,184 ⁽⁴⁾
Non-Qualified Stock Option (right to buy)	\$ 17.33	03/27/2017		<u>M</u> (1)	9,375	⁽⁷⁾ 11/02/2021	Common Stock	9,375
Non-Qualified Stock Option (right to buy)	\$ 17.33	03/27/2017		<u>M</u> (1)	9,375	⁽⁸⁾ 11/02/2021	Common Stock	9,375
Non-Qualified Stock Option (right to buy)	\$ 21.35	03/27/2017		<u>M</u> (1)	3,125	11/02/2012 11/02/2021	Common Stock	3,125

