

HAZEN SAMUEL N  
Form 4  
February 26, 2018

**FORM 4**

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

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAZEN SAMUEL N

(Last) (First) (Middle)

ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

President & COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	02/22/2018		A <sup>(1)</sup>	47,000	A \$ 0	47,000	D
Common Stock	02/22/2018		F	18,495	D \$ 100.54	28,505	D
Common Stock	02/25/2018		M	5,926	A <u>2</u>	34,431	D
Common Stock	02/25/2018		F	2,194	D \$ 100.84	32,237	D
Common Stock						725,352	I By LP

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Common Stock	74,584	I	By 2015 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Stock Appreciation Right	\$ 47.97	02/22/2018		A		12,375		02/22/2018	02/05/2024	Common Stock	
Restricted Stock Units	(2)	02/25/2018		M		2,392		(4)	02/25/2025	Common Stock	
Restricted Stock Units	(2)	02/25/2018		M		3,534		(5)	02/25/2026	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships
HAZEN SAMUEL N ONE PARK PLAZA NASHVILLE, TN 37203	Director 10% Owner Officer Other President & COO

## Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact	02/26/2018
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\_\_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).

On February 4, 2015, the reporting person was granted 23,500 performance share units. The performance share units were eligible to vest based on achievement of a cumulative earnings per share goal for fiscal years 2015-2017. The number of performance share units that

(1) were eligible to vest varied from zero (for actual performance less than 80% of target) to two times the units granted (for actual performance of 120% or more of target). Based upon the Company's achievement with respect to cumulative 2015-2017 earnings per share, the number of performance share units that vested equaled two times the units granted.

(2) Restricted stock units convert into common stock on a one-for-one basis.

On February 5, 2014, the reporting person was granted 82,500 stock appreciation rights. The stock appreciation rights were eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain

(3) EBITDA performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2017, 60% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 12,375 stock appreciation rights.

(4) On February 25, 2015, the reporting person was granted 4,783 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date.

(5) On February 25, 2016, the reporting person was granted 7,069 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date.

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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