Rutledge W Paul Form 4 February 22, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 3235-0287

Number:

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**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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * Rutledge W Paul |             |          | 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) | 3. Date of Earliest Transaction                                      | (Check all applicable)   |  |  |
|   |             |          | (Month/Day/Year)   | Director 10% Owner   |  |  |
| ONE PARK PLAZA  |             |          | 02/21/2012   | X Officer (give title Other (special below)                              |  |  |
|   |             |          |  | Group President  |  |  |
| (Street)  |             |          | 4. If Amendment, Date Original                                       | 6. Individual or Joint/Group Filing(Chec                                 |  |  |
|   |             |          | Filed(Month/Day/Year)  | Applicable Line) _X_Form filed by One Reporting Person                   |  |  |
| NASHVILLE   | E, TN 37203 | }        |  | Form filed by More than One Reporting Person                             |  |  |

| (City)                               | (State)                                 | (Zip) Tabl  | e I - Non-I                            | <b>Derivative</b>                   | Secur   | ities Acqui  | red, Disposed of,  | or Beneficially  | y Owned   |
|--------------------------------------|---|---|--|-------------------------------------|---------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securition Dispose (Instr. 3, 4) | ed of ( | D)           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 02/21/2012                              |   | M                                      | 41,689                              | A       | \$<br>2.8302 | 41,689   | D  |   |
| Common<br>Stock                      | 02/21/2012                              |   | M                                      | 42,004                              | A       | \$<br>5.3074 | 83,693   | D  |   |
| Common<br>Stock                      | 02/21/2012                              |   | F                                      | 36,665                              | D       | \$ 25.17     | 47,028   | D  |   |

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amour Underlying Securit (Instr. 3 and 4) |                           |
|---|---|---|---|--|---|--|--------------------|--|---------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title  | Amo<br>or<br>Num<br>of Sh |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 2.8302<br>(1)  | 02/21/2012                              |   | M                                      | 41,689  | (2)  | 01/29/2013         | Common<br>Stock  | 41,6                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 5.3074<br>(1)  | 02/21/2012                              |   | M                                      | 42,004  | <u>(4)</u>   | 01/30/2007         | Common<br>Stock  | 42,0<br>(3                |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| Reporting Owner Name / Address |               |

Director 10% Owner Officer Other

Rutledge W Paul ONE PARK PLAZA NASHVILLE, TN 37203

**Group President** 

## **Signatures**

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

02/22/2012

\*\*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) 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.
- On December 16, 2004, HCA Inc. announced the acceleration of vesting of all unvested options awarded to employees and officers under (2) the HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA Inc.'s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.
- (3) 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.
- (4) The option vests in equal increments of at the end of fiscal years 2010 and 2011 if certain annual EBITDA performance targets are achieved, subject to "catch up" vesting if at the end of any year noted above or at the end of fiscal year 2012, the cumulative total

Reporting Owners 2

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EBITDA earned in all prior years (2007-2011) exceeds the cumulative EBITDA target at the end of such fiscal year. The EBITDA performance criteria for 2010 was met, resulting in vesting of the option as to 42,004 shares.

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