HCA Holdings, Inc. Form 4 April 29, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and A Perlin Jonath	*	orting Person *	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) (M		(Middle)	3. Date of Earliest Transaction	(======= an approacto)		
			(Month/Day/Year)	Director 10% Owner		
ONE PARK PLAZA			04/27/2016	_X_ Officer (give title Other (specify below)		
				Pres-Clinical Services & CMO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NASHVILLE, TN 37203				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficial Code Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount

		Code v	Amount	(D)	Price			
Common Stock	04/27/2016	M <u>(1)</u>	1,463	A	\$ 5.7847	15,632.13 (2)	D	
Common Stock	04/27/2016	S(1)	1,463	D	\$ 82	14,169.13 (2)	D	
Common Stock	04/28/2016	M <u>(1)</u>	28,537	A	\$ 5.7847	42,706.13 (2)	D	
Common Stock	04/28/2016	S(1)		D	\$ 82	14,169.13 (2)		
Common Stock						913	I	By 2011 GRAT, Reporting

			Person Trustee
Common Stock	3,846	I	By 2012 GRAT, Reporting Person Trustee

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

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nuired Disposed of or Reneficially Owned

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 5.7847 (3)	04/27/2016		M <u>(1)</u>	1,463	<u>(4)</u>	11/15/2017	Common Stock	1,4 (5
Non-Qualified Stock Option (right to buy)	\$ 5.7847 (3)	04/28/2016		M <u>(1)</u>	28,537	<u>(4)</u>	11/15/2017	Common Stock	28,3

Reporting Owners

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

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact
04/29/2016

**Signature of Reporting Person Date

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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.
- (2) Includes 818.13 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.
 - On November 15, 2007, the reporting person was granted an option to purchase 96,055 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested as a result of the achievement of certain specified
- (4) investment return targets as of the closing of the initial public offering of the Issuer's securities on March 15, 2011, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.
- (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.