

HCA Holdings, Inc.
Form 4
November 21, 2016

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 *
Foster Jon M

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)
ONE PARK PLAZA
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President

NASHVILLE, TN 37203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 (A) or (D) Price | | | |
| Common Stock | 11/17/2016 | | M | 75,000 A \$ 17.33 | 76,870 | D | |
| Common Stock | 11/17/2016 | | M | 12,500 A \$ 21.35 | 89,370 | D | |
| Common Stock | 11/17/2016 | | M | 10,000 A \$ 22.1 | 99,370 | D | |
| Common Stock | 11/17/2016 | | S | 97,500 D \$ 74.9 (1) | 1,870 | D | |
| Common Stock | | | | | 55,112 | I | By 2016 GRAT (Spouse, |

Trustee)

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

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SEC 1474
(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------------|---|----------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Option (right to buy) | \$ 17.33 | 11/17/2016 | | M | V | (A) 37,500 | (D) | (2) 11/02/2021 | Common Stock | 37 |
| Non-Qualified Stock Option (right to buy) | \$ 17.33 | 11/17/2016 | | M | V | (A) 37,500 | (D) | (3) 11/02/2021 | Common Stock | 37 |
| Non-Qualified Stock Option (right to buy) | \$ 21.35 | 11/17/2016 | | M | V | (A) 12,500 | (D) | 11/02/2012 11/02/2021 | Common Stock | 12 |
| Non-Qualified Stock Option (right to buy) | \$ 22.1 | 11/17/2016 | | M | V | (A) 10,000 | (D) | (4) 11/02/2021 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foster Jon M ONE PARK PLAZA NASHVILLE, TN 37203 | | | Group President | |

Signatures

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

11/21/2016

__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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.705 to \$75.10, inclusive. The reporting person undertakes to provide to HCA Holdings, Inc., any security holder of HCA Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (1) The option vested in equal increments at the end of fiscal years 2012, 2013 and 2014 upon the achievement of certain annual EBITDA performance targets.
 - (2) The option vested in three equal annual installments beginning on November 2, 2013.
 - (3) The option vested at the end of fiscal year 2011 based upon the achievement of certain annual EBITDA performance targets.

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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