

HCA Holdings, Inc.
 Form 4
 February 09, 2016

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)
 02/05/2016

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/05/2016		M	500	A	11	8,545.7319 (2)	D
Common Stock	02/05/2016		F	164	D	\$ 69.19	8,381.7319 (2)	D
Common Stock	02/06/2016		M	562	A	11	8,943.7319 (2)	D
Common Stock	02/06/2016		F	184	D	\$ 69.19	8,759.7319 (2)	D
Common Stock	02/08/2016		M	614	A	11	9,373.7319 (2)	D

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Common Stock 02/08/2016 F 163 D \$ 66.77 9,210.7319 ⁽²⁾ D

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 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 Securities (Instr. 3 and 4)	8. F... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(1)</u>	02/05/2016		M	500	<u>(3)</u>	02/05/2024	Common Stock	500
Restricted Stock Units	<u>(1)</u>	02/06/2016		M	562	<u>(4)</u>	02/06/2023	Common Stock	562
Restricted Stock Units	<u>(1)</u>	02/08/2016		M	614	<u>(5)</u>	02/08/2022	Common Stock	614

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chari Ravi S. ONE PARK PLAZA NASHVILLE, TN 37203	SVP-Clinical Excellence

Signatures

/s/ Kevin A. Ball,
Attorney-in-Fact 02/09/2016

__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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Includes 493.7319 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
- (3) On February 5, 2014, the reporting person was granted 2,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) On February 6, 2013, the reporting person was granted 2,250 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (5) On February 8, 2012, the reporting person was granted 2,450 restricted stock units, vesting in four equal annual installments beginning on the first 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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