

FRIST THOMAS F III

Form 5

February 14, 2012

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
FRIST THOMAS F III

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HCA Holdings, Inc. [HCA]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20114. 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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/31/2011	Â	G	1,121.745 (1)	A \$ 0 9,496.54 (1)	I	Held indirectly through Hercules Holding II, LLC (2) (3)
Common Stock, par	01/31/2011	Â	G	1,121.745 (1)	A \$ 0 9,496.54 (1)	I	Held indirectly

value
\$0.01 per
share

through
Hercules
Holding
II, LLC by
spouse ⁽²⁾
(3)

Common
Stock, par
value
\$0.01 per
share

01/31/2011

Â

G

3,365.235
(1)

A

\$ 0

28,489.62
(1)

I

Held
indirectly
through
Hercules
Holding
II, LLC by
trusts for
benefit of
children ⁽²⁾
(3) (4)

Common
Stock, par
value
\$0.01 per
share

Â

Â

3

Â

Â

Â

Â

I

Held
indirectly
through
Hercules
Holding
II, LLC by
Thomas F.
Frist III
2010
GRAT ⁽²⁾
(4)

Common
Stock, par
value
\$0.01 per
share

Â

Â

3

Â

Â

Â

Â

I

Held
indirectly
through
Hercules
Holding
II, LLC by
Frisco,
Inc. ⁽²⁾ (5)

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

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SEC 2270
(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of of D Se B O E Is
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of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIST THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203	Â	Â X	Â	Â

Signatures

/s/ Natalie H. Cline, Attorney-in-Fact for Reporting
Person

02/14/2012

__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) Reflects a 4:505 to 1 forward stock split that occurred on March 9, 2011.

Hercules Holding II, LLC ("Hercules") held 271,348,910 shares of the common stock of HCA Holdings, Inc. (the "Issuer") as of December 31, 2011. Hercules has issued one unit per share of the Issuer that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC and Kohlberg Kravis Roberts & Co. L.P., and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. Mr. Frist may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of the Issuer held by Hercules. However, Mr. Frist disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(3) On January 31, 2011, Mr. Frist received a gift of 1,121.745 units of Hercules and Mr. Frist's wife received a gift of 1,121.745 units of Hercules. In addition, three trusts for the benefit of Mr. Frist's children also received a gift of an aggregate of 3,365.235 units of Hercules on January 31, 2011. Mr. Frist directly owns 9,496.54 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer by virtue of his membership in Hercules. Mr. Frist may also be deemed to have indirect beneficial ownership in respect of 9,496.54 units of Hercules, through an indirect pecuniary interest in such units held by his wife, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

(4) Mr. Frist may be deemed the beneficial owner of the 251,424.0497 units of Hercules held by the Thomas F. Frist III 2010 Grantor Retained Annuity Trust, of which he serves as trustee, and the aggregate 28,489.62 units held by certain trusts for the benefit of his children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

(5) Mr. Frist may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of the Issuer that may be deemed to be beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.