

WILLIAMS NOEL B

Form 4

May 18, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS NOEL B

(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)

05/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP and CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/16/2012		M		45,004	A	\$ 11.3208	231,501	D
Common Stock	05/16/2012		M		45,004	A	\$ 11.3208	276,505	D
Common Stock	05/16/2012		M		4,505	A	\$ 10.9168	281,010	D
Common Stock	05/16/2012		M		4,505	A	\$ 15.9112	285,515	D
Common Stock	05/16/2012		M		9,010	A	\$ 6.4772	294,525	D

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Common Stock 05/16/2012 M 4,505 A \$ 6.4772 299,030 D

Common Stock 31,118 I By GRAT (Reporting Person, 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.3208 (1)	05/16/2012		M		45,004		(2)	01/30/2017	Common Stock	45,004 (3)
Non-Qualified Stock Option (right to buy)	\$ 11.3208 (1)	05/16/2012		M		45,004		(4)	01/30/2017	Common Stock	45,004 (3)
Non-Qualified Stock Option (right to buy)	\$ 10.9168 (1)	05/16/2012		M		4,505		(5)	08/27/2019	Common Stock	4,505 (3)
Non-Qualified Stock Option (right to buy)	\$ 15.9112 (1)	05/16/2012		M		4,505		(6)	08/27/2019	Common Stock	4,505 (3)
Non-Qualified Stock Option (right to buy)	\$ 6.4772 (1)	05/16/2012		M		9,010		(6)	08/27/2019	Common Stock	9,010 (3)
Non-Qualified Stock Option (right to buy)	\$ 6.4772 (1)	05/16/2012		M		4,505		(5)	08/27/2019	Common Stock	4,505 (3)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS NOEL B ONE PARK PLAZA NASHVILLE, TN 37203			SVP and CIO	

/s/ John M. Franck II,
Attorney-in-Fact

05/18/2012

****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.
- (2) The option vested in five equal annual installments beginning on January 30, 2008.
- (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.
- On January 30, 2007, the reporting person was granted an option to purchase 75,007 shares of common stock. The option vested in equal
- (4) increments of 20% at the end of fiscal years 2007, 2008, 2009, 2010 and 2011 upon the achievement of certain annual EBITDA performance targets.
- (5) The option vests in five equal annual installments beginning on August 27, 2010.
- On August 27, 2009, the reporting person was granted an option to purchase 22,525 shares of common stock. The option vests in equal increments of 20% at the end of fiscal years 2009, 2010, 2011, 2012 and 2013 if certain annual EBITDA performance targets are
- (6) achieved, subject to "catch up" vesting, such that, options that were eligible to vest but failed to vest at the end of any year noted above will vest if at the end of any subsequent year or at the end of fiscal year 2014, the cumulative total EBITDA earned in all prior years exceeds the cumulative EBITDA target at the end of such fiscal year.

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.