

HCA Holdings, Inc.
Form 4
February 29, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAMPBELL VICTOR L

(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)

02/25/2016

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 ____ Other (specify
below) below)

SVP

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 02/25/2016 | | F | 621 D | \$ 70 127,599 | D | |
| Common Stock | | | | | 42,478 | I | By AWC 2012 Trust (Spouse, Trustee) |
| Common Stock | | | | | 42,478 | I | By MNC 2012 Trust (Spouse, Trustee) |
| | | | | | 33,196 | I | |

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| | | | | |
|-----------------|--------|---|--|---|
| Common Stock | | | | By Trust f/b/o AWC (Spouse, Trustee) |
| Common Stock | 33,196 | I | | By Trust f/b/o MNC (Spouse, Trustee) |
| Common Stock | 65,629 | I | | By Trust (Daughter, 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|--|--|
| | | | | Code | V | (A) | (D) | |
| Stock Appreciation Right | \$ 22.95 | 02/25/2016 | | A | | 9,375 | 02/25/2016 02/08/2022 | Common Stock 9,375 |
| Stock Appreciation Right | \$ 37.18 | 02/25/2016 | | A | | 6,875 | 02/25/2016 02/06/2023 | Common Stock 6,875 |
| Stock Appreciation Right | \$ 47.97 | 02/25/2016 | | A | | 5,625 | 02/25/2016 02/05/2024 | Common Stock 5,625 |
| Restricted Stock Units | (4) | 02/25/2016 | | A | | 1,669 | (5) (5) | Common Stock 1,669 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| CAMPBELL VICTOR L ONE PARK PLAZA NASHVILLE, TN 37203 | SVP |

Signatures

| | |
|---|------------|
| /s/ Natalie Harrison Cline, Attorney-in-Fact | 02/29/2016 |
|---|------------|

____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).

On February 8, 2012, the reporting person was granted 37,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the extent to which certain EBITDA

- (1) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2015, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 9,375 stock appreciation rights.

On February 6, 2013, the reporting person was granted 27,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the extent to which certain EBITDA

- (2) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2015, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 6,875 stock appreciation rights.

On February 5, 2014, the reporting person was granted 22,500 stock appreciation rights. The stock appreciation rights are eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA

- (3) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2015, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 5,625 stock appreciation rights.

- (4) Each restricted stock unit represents a contingent right to receive one share of HCA Holdings, Inc. common stock.

- (5) The restricted stock units vest in two equal installments on the second and third anniversaries 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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