HCA Holdings, Inc. Form 4 February 27, 2014

FORM 4

OMB APPROVAL

5 Relationship of Reporting Person(s) to

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005
Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

2 Jasuar Nama and Tiakar or Trading

SECURITIES

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sowell Jose	ph A III	Symbol	er Name and Ticker Holdings, Inc. [H	C	Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) SVP; Chief Development Officer			
(Last) ONE PARK			of Earliest Transaction Day/Year) 2014	on				
NASHVILI	(Street) LE, TN 37203		endment, Date Orig onth/Day/Year)	nal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip) Tab	ole I - Non-Derivati	ve Securities A	Person cquired, Disposed	l of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	•	red (A) or sed of (D) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/25/2014		A(1) 1,768	A \$0	5,884	D		
Common Stock					8,000	I	By Trust (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)

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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. Transactic Code (Instr. 8)	5. Number of or 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numb of Sh
Stock Appreciation Right	\$ 22.95	02/25/2014		A	15,625	02/25/2014	02/08/2022	Common Stock	15,6
Stock Appreciation Right	\$ 37.18	02/25/2014		A	11,250	02/25/2014	02/06/2023	Common Stock	11,2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sowell Joseph A III ONE PARK PLAZA NASHVILLE, TN 37203

SVP; Chief Development Officer

Signatures

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

02/27/2014

**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) Represents common stock underlying 1,768 restricted share units which shall vest in two equal installments on the second and third anniversaries of the grant date.
- On February 8, 2012, the reporting person was granted 62,500 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 performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2013, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 15,625 stock appreciation rights.
 - On February 6, 2013, the reporting person was granted 45,000 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
- (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 2013, 100% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 11,250 stock appreciation rights.

Reporting Owners 2

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