

RUTHERFORD BILL B

Form 4

February 14, 2019

**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 \*  
**RUTHERFORD BILL B**

(Last) (First) (Middle)

**ONE PARK PLAZA**

(Street)

**NASHVILLE, TN 37203**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**HCA Healthcare, Inc. [HCA]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**02/12/2019**

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)

CFO and EVP

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 02/12/2019                              |   | M                                    | 37,500 A  | \$ 17.33 58,972  | D   |   |
| Common<br>Stock                       | 02/12/2019                              |   | S                                    | 37,500 D  | \$ 139.6451 21,472   | D   |   |
| Common<br>Stock                       |   |   |                                      |   | 40,000   | I   | By BNR<br>LLC   |
| Common<br>Stock                       |   |   |                                      |   | 10,000   | I   | By TJR<br>LLC   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 17.33   | 02/12/2019                              |   | M                                    | 18,750   | <u>(2)</u> 11/02/2021  | Common<br>Stock  | 18,750                              |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 17.33   | 02/12/2019                              |   | M                                    | 18,750   | <u>(3)</u> 11/02/2021  | Common<br>Stock  | 18,750                              |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| RUTHERFORD BILL B<br>ONE PARK PLAZA<br>NASHVILLE, TN 37203 |               |           |         | CFO and EVP |

## Signatures

/s/ Kevin A. Ball,  
Attorney-in-Fact 02/14/2019

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.27 to \$139.93, inclusive. The reporting person undertakes to provide to HCA Healthcare, Inc., any security holder of HCA Healthcare, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The option vested in three equal installments at the end of fiscal years 2012, 2013 and 2014 based upon the achievement of certain annual EBITDA performance targets.

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(3) The option vested in three equal annual installments beginning on November 2, 2013.

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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