HAZEN SAMUEL N

Form 4

November 07, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box if no longer subject to Section 16. 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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAZEN SAMUEL N			2. Issuer Name and Ticker or Trading Symbol HCA Holdings, Inc. [HCA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choose an applicable)		
ONE PARK F	PLAZA		(Month/Day/Year) 11/05/2012	Director 10% OwnerX Officer (give title Other (specify below) President - Operations		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NASHVILLE	, TN 37203		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Form: Beneficial Code (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 62,208 \$0 02/17/2012 G D 10,685 D (1) Stock By Trust Common 62,208 02/17/2012 G \$0 $62,208 \stackrel{(1)}{=}$ Ι (Spouse, Stock (1) Trustee) Common 11/05/2012 179,902 190,587 M D Stock By GRAT Common (Reporting 180,000 Ι Stock Person,

Trustee)

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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 o Derivativ Security (Instr. 3)	ve	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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amou Underlying Secur (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qu Stock (right to	•	\$ 2.8302 (2)	11/05/2012		M	104,232	(3)	01/29/2013	Common Stock	10
Non-Qu Stock (right to	•	\$ 2.8302 (2)	11/05/2012		M	75,670	(3)	01/29/2014	Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
HAZEN SAMUEL N ONE PARK PLAZA NASHVILLE, TN 37203			President - Operations		

Signatures

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

**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) On February 17, 2012, the reporting person gifted 62,208 shares to a trust.
- (2) 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.

On December 16, 2004, HCA Inc. announced the acceleration of vesting of all unvested options awarded to employees and officers under (3) the HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA Inc.'s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.

Reporting Owners 2

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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.