

HCA Holdings, Inc.
Form 3
February 06, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Morgan Sandra L.		(Month/Day/Year)	HCA Holdings, Inc. [HCA]	
(Last)	(First)	(Middle)	01/29/2015	
ONE PARK PLAZA			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
NASHVILLE, TN 37203			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			SVP-Provider Relations	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,751.8654 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	05/28/2018	Common Stock	12,289	\$ 5.7847	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	05/28/2018	Common Stock	6,144	\$ 13.1698	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	05/28/2018	Common Stock	6,144	\$ 5.7847	D	Â
Non-Qualified Stock Option (right to buy)	05/28/2009	05/28/2018	Common Stock	3,072	\$ 13.1698	D	Â
Non-Qualified Stock Option (right to buy)	05/28/2010	05/28/2018	Common Stock	3,072	\$ 8.1754	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	05/28/2018	Common Stock	6,144	\$ 5.7847	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(6)</u>	08/27/2019	Common Stock	3,378	\$ 15.9112	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(7)</u>	08/27/2019	Common Stock	6,756	\$ 6.4772	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(8)</u>	08/27/2019	Common Stock	6,759	\$ 5.9821	D	Â
Non-Qualified Stock Option (right to buy)	08/27/2010	08/27/2019	Common Stock	3,378	\$ 10.9168	D	Â
Non-Qualified Stock Option (right to buy)	08/27/2011	08/27/2019	Common Stock	3,378	\$ 6.4772	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(9)</u>	08/27/2019	Common Stock	10,137	\$ 5.9821	D	Â
Stock Appreciation Right	Â <u>(10)</u>	02/08/2022	Common Stock	6,250	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(11)</u>	02/08/2022	Common Stock	6,250	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(12)</u>	02/08/2022	Common Stock	6,250	\$ 22.95	D	Â
Stock Appreciation Right	Â <u>(13)</u>	02/06/2023	Common Stock	2,125	\$ 37.18	D	Â
Stock Appreciation Right	02/06/2014	02/06/2023	Common Stock	2,125	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(14)</u>	02/06/2023	Common Stock	6,375	\$ 37.18	D	Â
Stock Appreciation Right	Â <u>(15)</u>	02/05/2024	Common Stock	7,000	\$ 47.97	D	Â
Restricted Stock Units	Â <u>(16)</u>	02/08/2022		1,250	\$ <u>(17)</u>	D	Â

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and 2013 was met, resulting in the vesting of 6,250 stock appreciation rights.

(11) The stock appreciation rights vested in two equal annual installments beginning on February 8, 2013.

(12) The stock appreciation rights vest in two equal annual installments beginning on February 8, 2015.

(13) On February 6, 2013, the reporting person was granted 8,500 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 performance targets have been met for the applicable fiscal year. EBITDA performance criteria for 2013 was met, resulting in the vesting of 2,125 stock appreciation rights.

(14) The stock appreciation rights vest in three equal annual installments beginning on February 6, 2015.

(15) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.

(16) The restricted stock units vest in two equal annual installments beginning February 8, 2015.

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

(18) The restricted stock units vest in three equal annual installments beginning February 6, 2015.

(19) The restricted stock units vest in four equal annual installments beginning February 5, 2015.

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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