

Chari Ravi S.
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chari Ravi S.

(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)
01/31/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

SVP-Clinical Excellence

6. Individual or Joint/Group Filing (Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 01/31/2018 | | M | 3,825 A \$ 37.18 | 5,182.0531 (1) | D | |
| Common Stock | 01/31/2018 | | M | 3,150 A \$ 47.97 | 8,332.0531 (1) | D | |
| Common Stock | 01/31/2018 | | M | 2,750 A \$ 68.96 | 11,082.0531 (1) | D | |
| Common Stock | 01/31/2018 | | M | 5,125 A \$ 69.58 | 16,207.0531 (1) | D | |
| Common Stock | 01/31/2018 | | F | 9,937 D \$ 101.16 | 6,270.0531 (1) | D | |

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| | | | | | | | | |
|--------------|------------|---|----------|---|---------------|-------|---|------------------------------------|
| Common Stock | 02/01/2018 | S | 568.0531 | D | \$ 103.08 | 5,702 | D | |
| Common Stock | 02/01/2018 | S | 10,000 | D | \$ 101.5 | 0 | I | By GRAT (Spouse, Trustee) |
| Common Stock | 02/02/2018 | S | 5,702 | D | \$ 102.009 | 0 | D | |

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

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(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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 37.18 | 01/31/2018 | | M | | (3) | 02/06/2023 | Common Stock |
| Stock Appreciation Right | \$ 37.18 | 01/31/2018 | | M | | (4) | 02/06/2023 | Common Stock |
| Stock Appreciation Right | \$ 47.97 | 01/31/2018 | | M | | (5) | 02/05/2024 | Common Stock |
| Stock Appreciation Right | \$ 47.97 | 01/31/2018 | | M | | (6) | 02/05/2024 | Common Stock |
| Stock Appreciation Right | \$ 68.96 | 01/31/2018 | | M | | (7) | 02/04/2025 | Common Stock |
| Stock Appreciation Right | \$ 69.58 | 01/31/2018 | | M | | (8) | 01/29/2026 | Common Stock |

| | | | | | | | | | | |
|--------------------|-----------|------------|---|--------|---------------------------|------------|--|--|--|--------------|
| Stock | | | | | | | | | | |
| Appreciation Right | \$ 101.16 | 01/31/2018 | A | 18,300 | 01/31/2019 ⁽⁹⁾ | 01/31/2028 | | | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chari Ravi S. ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP-Clinical Excellence | |

Signatures

/s/ Kevin A. Ball,
Attorney-in-Fact

02/02/2018

 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) Includes 568.0531 shares acquired under the HCA Holdings, Inc. Employee Stock Purchase Plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.00 to \$102.041, 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) 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.
- (3) The stock appreciation rights vested in four equal annual installments beginning on February 6, 2014.
- (4) The stock appreciation rights vested at the end of fiscal years 2013, 2014, 2015 and 2016 based upon the achievement of certain annual EBITDA performance targets.
- (5) The stock appreciation rights vested at the end of fiscal year 2016 based upon the achievement of certain annual EBITDA performance targets.
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
- (7) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
- (8) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (9) The stock appreciation rights vest in four equal annual installments beginning on January 31, 2019.

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.