

Foster Jon M
 Form 4
 February 21, 2012

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 *
 Foster Jon M

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)
 ONE PARK PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Group President

NASHVILLE, TN 37203

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/17/2012 | | M | | 666 | A | \$ 2.8302 |
| Common Stock | 02/17/2012 | | M | | 72,004 | A | \$ 5.3074 |
| Common Stock | 02/17/2012 | | F | | 32,881 | D | \$ 25.08 |
| | | | | | 39,789 | | |

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

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number.

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 | 02/17/2012 | | M | 180 | <u>(1)</u> 01/26/2016 | Common Stock | 180 |
| Non-Qualified Stock Option (right to buy) | \$ 2.8302 | 02/17/2012 | | M | 486 | <u>(1)</u> 01/26/2016 | Common Stock | 486 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 | 02/17/2012 | | M | 36,003 | <u>(4)</u> 01/30/2017 | Common Stock | 36,003 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 | 02/17/2012 | | M | 18,001 | <u>(5)</u> 01/30/2017 | Common Stock | 18,001 |
| Non-Qualified Stock Option (right to buy) | \$ 5.3074 | 02/17/2012 | | M | 18,000 | <u>(6)</u> 01/30/2017 | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foster Jon M ONE PARK PLAZA NASHVILLE, TN 37203 | | | Group President | |

Signatures

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

02/21/2012

**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) Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into HCA Inc. on November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding II, LLC, Hercules Acquisition Corporation and HCA Inc., all unvested options became fully vested and immediately exercisable.

(2) Shares have been adjusted to reflect a 4.505 to 1 stock split that occurred with respect to the Issuer's common stock effective March 9, 2011.

(3) 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.

(4) The option vested in two equal annual installments beginning on January 30, 2011.

(5) The option vests in equal increments of at the end of fiscal years 2010 and 2011 if certain annual EBITDA performance targets are achieved, subject to "catch up" vesting if at the end of any year noted above or at the end of fiscal year 2012, the cumulative total EBITDA earned in all prior years (2007-2011) exceeds the cumulative EBITDA target at the end of such fiscal year. The EBITDA performance criteria for 2010 was met, resulting in vesting of the option as to 18,001 shares.

(6) On January 30, 2007, the reporting person was granted an option to purchase 90,009 shares of common stock, which vest upon achievement of certain predetermined investment return targets. 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of the closing of the initial public offering of the Issuer's securities on March 15, 2011, and 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011.

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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