

WILLIAMS NOEL B
Form 4
May 18, 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 *
WILLIAMS NOEL B

(Last) (First) (Middle)
ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

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 and CIO

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	(A) or (D)	Price
Common Stock	05/16/2012		M		45,004	A	\$ 11.3208
Common Stock	05/16/2012		M		45,004	A	\$ 11.3208
Common Stock	05/16/2012		M		4,505	A	\$ 10.9168
Common Stock	05/16/2012		M		4,505	A	\$ 15.9112
Common Stock	05/16/2012		M		9,010	A	\$ 6.4772
					231,501	D	
					276,505	D	
					281,010	D	
					285,515	D	
					294,525	D	

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Common Stock 05/16/2012 M 4,505 A \$ 6.4772 299,030 D

Common Stock 31,118 I By GRAT (Reporting Person, Trustee)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.3208 ⁽¹⁾	05/16/2012		M	45,004	⁽²⁾ 01/30/2017	Common Stock	45,004 ⁽³⁾
Non-Qualified Stock Option (right to buy)	\$ 11.3208 ⁽¹⁾	05/16/2012		M	45,004	⁽⁴⁾ 01/30/2017	Common Stock	45,004 ⁽³⁾
Non-Qualified Stock Option (right to buy)	\$ 10.9168 ⁽¹⁾	05/16/2012		M	4,505	⁽⁵⁾ 08/27/2019	Common Stock	4,505 ⁽³⁾
Non-Qualified Stock Option (right to buy)	\$ 15.9112 ⁽¹⁾	05/16/2012		M	4,505	⁽⁶⁾ 08/27/2019	Common Stock	4,505 ⁽³⁾
Non-Qualified Stock Option (right to buy)	\$ 6.4772 ⁽¹⁾	05/16/2012		M	9,010	⁽⁶⁾ 08/27/2019	Common Stock	9,010 ⁽³⁾
Non-Qualified Stock Option (right to buy)	\$ 6.4772 ⁽¹⁾	05/16/2012		M	4,505	⁽⁵⁾ 08/27/2019	Common Stock	4,505 ⁽³⁾

