

Chari Ravi S.
Form 4
February 02, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

SVP-Clinical Excellence

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	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 (2)	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	2,125	(3) 02/06/2023	Common Stock
Stock Appreciation Right	\$ 37.18	01/31/2018		M	1,700	(4) 02/06/2023	Common Stock
Stock Appreciation Right	\$ 47.97	01/31/2018		M	1,400	(5) 02/05/2024	Common Stock
Stock Appreciation Right	\$ 47.97	01/31/2018		M	1,750	(6) 02/05/2024	Common Stock
Stock Appreciation Right	\$ 68.96	01/31/2018		M	2,750	(7) 02/04/2025	Common Stock
Stock Appreciation Right	\$ 69.58	01/31/2018		M	5,125	(8) 01/29/2026	Common Stock

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

(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.

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