

RUTHERFORD BILL B

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 *
RUTHERFORD BILL B

(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)

CFO and EVP

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	02/01/2018		M		9,832	A	\$ 5.3385	41,269	D
Common Stock	02/01/2018		M		27,594	A	\$ 5.9821	68,863	D
Common Stock	02/01/2018		M		16,554	A	\$ 6.4772	85,417	D
Common Stock	02/01/2018		M		9,829	A	\$ 7.4739	95,426	D
Common Stock	02/01/2018		M		5,518	A	\$ 10.9168	100,764	D

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Common Stock	02/01/2018	M	9,829	A	\$ 11.3585	110,593	D
Common Stock	02/01/2018	M	5,518	A	\$ 15.9112	116,111	D
Common Stock	02/01/2018	F	14,976	D	\$ 102.24	101,135	D
Common Stock	02/01/2018	S	24,700	D	\$ 101.9831 (1)	76,435	D
Common Stock	02/01/2018	S	23,762	D	\$ 102.8726 (2)	52,673	D

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

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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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 101.16	01/31/2018		A		70,900		01/31/2019 ⁽³⁾	01/31/2028	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.3385 ⁽⁴⁾	02/01/2018		M		9,832		⁽⁵⁾	02/25/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽⁴⁾	02/01/2018		M		16,556		⁽⁷⁾	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.9821 ⁽⁴⁾	02/01/2018		M		11,038		⁽⁸⁾	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.4772 ⁽⁴⁾	02/01/2018		M		5,518		08/27/2011	08/27/2019	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 6.4772 (4)	02/01/2018	M	11,036	(9)	08/27/2019	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 7.4739 (4)	02/01/2018	M	9,829	02/25/2012	02/25/2019	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 10.9168 (4)	02/01/2018	M	5,518	08/27/2010	08/27/2019	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 11.3585 (4)	02/01/2018	M	9,829	(10)	02/25/2019	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 15.9112 (4)	02/01/2018	M	5,518	(11)	08/27/2019	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUTHERFORD BILL B ONE PARK PLAZA NASHVILLE, TN 37203			CFO and EVP	

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.58 to \$102.55, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.57 to \$103.19, 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 vest in four equal annual installments beginning on January 31, 2019.

(4) 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.

(5) On February 25, 2009, the reporting person was granted an option to purchase 29,494 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, 1/3 of the option vested as a result of the achievement of certain specified investment return targets as of December 31, 2011 and 1/3 of the option

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vested as a result of the achievement of certain specified investment return targets as of December 31, 2012.

- (6) 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.
- (7) The option was scheduled to vest in three equal annual installments beginning on August 27, 2012. A change in control of the Issuer occurred effective November 1, 2013, resulting in the accelerated vesting of the option as to the shares that remained unvested.
The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (8) The option vested in equal increments (i) at the end of fiscal year 2012 upon the achievement of certain annual EBITDA performance targets and (ii) upon a change in control (as defined in the 2006 Stock Incentive Plan for Key Employees of HCA Holdings, Inc. and its Affiliates as Amended and Restated) of the Issuer which occurred effective November 1, 2013.
- (9) The option vested at the end of fiscal years 2010 and 2011 based upon the achievement of certain annual EBITDA performance targets.
- (10) The option vested at the end of fiscal year 2012 based upon the achievement of certain annual EBITDA performance targets.
- (11) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.

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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