

STEELE JOHN M
Form 4
February 02, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
STEELE JOHN M

2. Issuer Name and Ticker or Trading Symbol
HCA Healthcare, 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)
01/31/2018

____ Director
 Officer (give title below) _____ Other (specify below)
SVP & Chief Human Res. Officer

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 or Price			
Common Stock	01/31/2018		M		4,505 A \$ 6.4772	4,505	D	
Common Stock	01/31/2018		M		4,505 A \$ 10.9168	9,010	D	
Common Stock	01/31/2018		M		4,505 A \$ 15.9112	13,515	D	
Common Stock	01/31/2018		M		100,000 A \$ 22.95	113,515	D	
Common Stock	01/31/2018		F		57,879 D \$ 101.16	55,636	D	

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Common Stock	6,751	I	By CS 2012 GRAT (Spouse, Trustee)
Common Stock	13,501	I	By JS 2012 GRAT (Spouse, Trustee)
Common Stock	7,222	I	By 2015 GRAT (Reporting Person, Trustee)
Common Stock	30,835	I	By 2017 GRAT (Reporting Person, Trustee)

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.4772 ⁽¹⁾	01/31/2018		M	4,505	08/27/2011	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.9168 ⁽¹⁾	01/31/2018		M	4,505	08/27/2010	08/27/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.9112 ⁽¹⁾	01/31/2018		M	4,505	⁽³⁾	08/27/2019	Common Stock

Stock Appreciation Right	\$ 22.95	01/31/2018	M	50,000	(4)	02/08/2022	Comm Stock
Stock Appreciation Right	\$ 22.95	01/31/2018	M	50,000	(5)	02/08/2022	Comm Stock
Stock Appreciation Right	\$ 101.16	01/31/2018	A	27,450	01/31/2019 ⁽⁶⁾	01/31/2028	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELE JOHN M ONE PARK PLAZA NASHVILLE, TN 37203			SVP & Chief Human Res. Officer	

Signatures

/s/ Natalie Harrison Cline, Attorney-in-Fact	02/02/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) 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.
- (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) The option vested at the end of fiscal year 2009 based upon the achievement of certain annual EBITDA performance targets.
- (4) The stock appreciation rights vested at the end of fiscal years 2012, 2013, 2014 and 2015 based upon the achievement of certain annual EBITDA performance targets.
- (5) The stock appreciation rights vested in four equal annual installments beginning on February 8, 2013.
- (6) 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.