CAMPBELL VICTOR L

Form 4 March 17, 2011

FORM 4

Check this box

if no longer

subject to

Section 16.

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

OMB APPROVAL

OMB Number: 3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or
Form 5
obligations
may continue.

See Instruction

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(b).

1. Name and Address of Reporting Person * CAMPBELL VICTOR L			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)	3. Date of Earliest Transaction	(**************************************		
			(Month/Day/Year)	Director 10% Owner		
ONE PARK PLAZA			03/15/2011	X Officer (give title Other (spec below)		
				SVP		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NASHVILLE, TN 37203				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

	,	Person								
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquir					ired, 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. 4. Securities Transactionor Disposed Code (Instr. 3, 4 at (Instr. 8)			(D)	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)	
Common Stock	03/15/2011		M	40,481	A	\$ 2.8302	196,393 (1)	D		
Common Stock	03/15/2011		F	14,855	D	\$ 30	181,538 (1)	D		
Common Stock	03/15/2011		S	41,066	D	\$ 28.9125	140,472 (1)	D		
Common Stock							33,196 (1)	I	By 2007 GRAT (Spouse, Trustee)	
							33,196 (1)	I		

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Common Stock			By 2007 GRAT (Spouse, Trustee)
Common Stock	69,967 <u>(1)</u>	I	By 2009 GRAT (Reporting Person, Trustee)
Common Stock	21,925 (1)	I	By 2009 GRAT 2 (Reporting Person, Trustee)

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. 5. Number of TransactiorDerivative Code Securities Acquired (Instr. 8) (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	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.3074	03/15/2011		A	25,002		03/15/2011	01/30/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.8302	03/15/2011		M		32,363	<u>(4)</u>	01/24/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 2.8302	03/15/2011		M		8,118	<u>(4)</u>	01/29/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

CAMPBELL VICTOR L ONE PARK PLAZA NASHVILLE, TN 37203

SVP

Signatures

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

03/17/2011

**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) 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
- (2) 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.
- On January 30, 2007, the reporting person was granted an option to purchase 75,008 shares of common stock, which vest upon achievement of certain predetermined investment return targets. The option reported herein resulted from the vesting of 1/3 of the option granted on January 30, 2007 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.
- On December 16, 2004, HCA Inc. announced the acceleration of vesting of all unvested options awarded to employees and officers under (4) the HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA Inc.'s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.

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.

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