

CAMPBELL VICTOR L
Form 4
February 11, 2019

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 *
CAMPBELL VICTOR L

(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)
02/07/2019

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 below) ___ Other (specify below)

SVP-Government Affairs

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/07/2019 | | M | | 41,625 | A | \$ 47.97 |
| Common Stock | 02/07/2019 | | M | | 15,000 | A | \$ 68.96 |
| Common Stock | 02/07/2019 | | M | | 10,245 | A | \$ 69.58 |
| Common Stock | 02/07/2019 | | M | | 7,340 | A | \$ 81.96 |
| Common Stock | 02/07/2019 | | M | | 4,575 | A | \$ 101.16 |
| | | | | | | | 231,493 |
| | | | | | | | 246,493 |
| | | | | | | | 256,738 |
| | | | | | | | 264,078 |
| | | | | | | | 268,653 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------------------------|---------|---|--------------------------------------|
| Common Stock | 02/07/2019 | F | 50,701 | D | \$ 140.62 | 217,952 | D | |
| Common Stock | 02/11/2019 | S | 28,084 | D | \$ 138.9741 <u>(1)</u> | 189,868 | D | |
| Common Stock | | | | | | 26,478 | I | By AWC 2012 Trust (Spouse, Trustee) |
| Common Stock | | | | | | 42,478 | I | By MNC 2012 Trust (Spouse, Trustee) |
| Common Stock | | | | | | 33,196 | I | By Trust f/b/o AWC (Spouse, Trustee) |
| Common Stock | | | | | | 33,196 | I | By Trust f/b/o MNC (Spouse, Trustee) |
| Common Stock | | | | | | 65,629 | I | By Trust (Daughter, 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. 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation | \$ 47.97 | 02/07/2019 | | M | 22,500 | <u>(2)</u> | 02/05/2024 | Common Stock | 22,500 |

Right

Stock

| | | | | | | | | |
|--------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Appreciation Right | \$ 47.97 | 02/07/2019 | M | 19,125 | <u>(3)</u> | 02/05/2024 | Common Stock | 19,125 |
|--------------------|----------|------------|---|--------|------------|------------|--------------|--------|

Stock

| | | | | | | | | |
|--------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Appreciation Right | \$ 68.96 | 02/07/2019 | M | 15,000 | <u>(4)</u> | 02/04/2025 | Common Stock | 15,000 |
|--------------------|----------|------------|---|--------|------------|------------|--------------|--------|

Stock

| | | | | | | | | |
|--------------------|----------|------------|---|--------|------------|------------|--------------|--------|
| Appreciation Right | \$ 69.58 | 02/07/2019 | M | 10,245 | <u>(5)</u> | 01/29/2026 | Common Stock | 10,245 |
|--------------------|----------|------------|---|--------|------------|------------|--------------|--------|

Stock

| | | | | | | | | |
|--------------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Appreciation Right | \$ 81.96 | 02/07/2019 | M | 7,340 | <u>(6)</u> | 02/01/2027 | Common Stock | 7,340 |
|--------------------|----------|------------|---|-------|------------|------------|--------------|-------|

Stock

| | | | | | | | | |
|--------------------|-----------|------------|---|-------|------------|------------|--------------|-------|
| Appreciation Right | \$ 101.16 | 02/07/2019 | M | 4,575 | <u>(7)</u> | 01/31/2028 | Common Stock | 4,575 |
|--------------------|-----------|------------|---|-------|------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL VICTOR L ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP-Government Affairs | |

Signatures

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

02/11/2019

__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 \$138.74 to \$139.13, 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 stock appreciation rights vested in four equal annual installments beginning on February 5, 2015.
- (3) The stock appreciation rights vested at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the achievement of certain annual EBITDA performance targets.
- (4) The stock appreciation rights vested in four equal annual installments beginning on February 4, 2016.
- (5) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
- (6) The stock appreciation rights vest in four equal annual installments beginning on February 1, 2018.
- (7) 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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