

Torres Kathryn A.  
Form 4  
February 26, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Torres Kathryn A.

(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)  
02/22/2018

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-Payer Contracting & Align.

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)
Common Stock	02/22/2018		A <sup>(1)</sup>	4,400	A \$ 0 6,443	D	
Common Stock	02/22/2018		A <sup>(2)</sup>	263	A \$ 0 6,706	D	
Common Stock	02/22/2018		F	1,649	D \$ 100.54 5,057	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)

number.

**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 Right	\$ 47.97	02/22/2018		A	750	02/22/2018 02/05/2024	Common Stock 750

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Torres Kathryn A. ONE PARK PLAZA NASHVILLE, TN 37203	SVP-Payer Contracting & Align.

## Signatures

/s/ Kevin A. Ball,  
Attorney-in-Fact 02/26/2018

\_\_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).

On February 4, 2015, the reporting person was granted 2,200 performance share units. The performance share units were eligible to vest based on achievement of a cumulative earnings per share goal for fiscal years 2015-2017. The number of performance share units that

(1) were eligible to vest varied from zero (for actual performance less than 80% of target) to two times the units granted (for actual performance of 120% or more of target). Based upon the Company's achievement with respect to cumulative 2015-2017 earnings per share, the number of performance share units that vested equaled two times the units granted.

On February 5, 2014, the reporting person was granted 1,750 restricted stock units. The restricted stock units were eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA

(2) performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2017, 60% of the restricted stock units subject to such criteria vested, resulting in the vesting of 263 restricted stock units.

(3)

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On February 5, 2014, the reporting person was granted 5,000 stock appreciation rights. The stock appreciation rights were eligible to vest in equal increments of up to 25% at the end of fiscal years 2014, 2015, 2016 and 2017 based upon the extent to which certain EBITDA performance targets have been met for the applicable fiscal year. Based upon the Company's achievement with respect to the EBITDA performance criteria for 2017, 60% of the stock appreciation rights subject to such criteria vested, resulting in the vesting of 750 stock appreciation rights.

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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