FRIST PATRICIA C
Form 4
February 03, 2011

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIST PATRICIA C

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HCA Holdings, Inc. [(NONE)]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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, par value $0.01 per share	02/02/2011		P		675,000	A	$ 104.22	1,071,638	I	Held indirectly through Hercules Holding II, LLC as trustee of trusts (1) (3)
Common Stock, par value $0.01 per								45,498	I	Held indirectly through Hercules

share				Holding II, LLC (1) (2)
Common Stock, par value $0.01 per share		13,526	I	Held indirectly through Hercules Holding II, LLC by Thomas F. Frist, Jr. (1) (2)
Common Stock, par value $0.01 per share		319,877	I	Held indirectly through Hercules Holding II, LLC by the Patricia Frist 2010 GRAT No. 2 (1) (3)
Common Stock, par value $0.01 per share		17,804,125	I	Held indirectly through Hercules Holding II, LLC by Frisco, Inc. (1) (4)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans

			of (D) (Instr. 3, 4, and 5)						(Instr
	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIST PATRICIA C 3100 WEST END AVENUE NASHVILLE, TN 37203		X		

Signatures

/s/ Natalie H. Cline, Attorney-in-Fact for Reporting Person	02/03/2011
**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) Hercules Holding II, LLC ("Hercules") holds 91,845,692 shares of the common stock of HCA Holdings, Inc. Hercules has issued one unit per share of HCA Holdings, Inc. that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Holdings, Inc. held by Hercules. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(2) Patricia C. Frist ("PCF") directly owns 45,498 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. by virtue of her membership in Hercules. PCF may also be deemed to have indirect beneficial ownership in respect of 13,526 units of Hercules, through an indirect pecuniary interest in such units held by her husband, Thomas F. Frist, Jr., and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(3) PCF is the trustee of the Thomas F. Frist, Jr. 2010 Grantor Retained Annuity Trust No. 4 and PCF's husband is the trustee of the Patricia Champion Frist 2010 Grantor Retained Annuity Trust No. 2 and PCF may be deemed to be the beneficial owner of the 319,878 and 319,877 units of Hercules held by these trusts, respectively, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc. In addition, PCF is the trustee of certain trusts for the benefit of her grandchildren and may be deemed to be the beneficial owner of the aggregate 751,760 units of Hercules held by these trusts and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

(4) PCF may also be deemed to share voting and dispositive power with respect to 17,804,125 shares of HCA Holdings, Inc. beneficially owned by Frisco, Inc., by virtue of her position as a director and officer of Frisco, Inc. Frisco, Inc. has beneficial ownership of 17,804,125 units of Hercules, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Holdings, Inc.

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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