

Reiner Deborah 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 *
 Reiner Deborah 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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP - Mktg. & Communications

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)
				(A) or (D)	Price		
Common Stock	01/31/2018		M ⁽¹⁾	5,000 A	\$ 22.95 7,020	D	
Common Stock	01/31/2018		M ⁽¹⁾	6,525 A	\$ 47.97 13,545	D	
Common Stock	01/31/2018		M ⁽¹⁾	3,000 A	\$ 68.96 16,545	D	
Common Stock	01/31/2018		M ⁽¹⁾	1,495 A	\$ 69.58 18,040	D	
Common Stock	01/31/2018		S ⁽¹⁾	2,020 D	\$ 102 16,020	D	

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Common Stock	01/31/2018	F ⁽¹⁾	9,475	D	\$ 101.16	6,545	D
Common Stock	02/02/2018	S ⁽¹⁾	6,545	D	\$ 101.54	0	D

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

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(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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 22.95	01/31/2018		M ⁽¹⁾	2,500	<u>(2)</u>	02/08/2022	Common Stock
Stock Appreciation Right	\$ 22.95	01/31/2018		M ⁽¹⁾	2,500	<u>(3)</u>	02/08/2022	Common Stock
Stock Appreciation Right	\$ 47.97	01/31/2018		M ⁽¹⁾	3,150	<u>(4)</u>	02/05/2024	Common Stock
Stock Appreciation Right	\$ 47.97	01/31/2018		M ⁽¹⁾	3,375	<u>(5)</u>	02/05/2024	Common Stock
Stock Appreciation Right	\$ 68.96	01/31/2018		M ⁽¹⁾	3,000	<u>(6)</u>	02/04/2025	Common Stock
Stock Appreciation Right	\$ 69.58	01/31/2018		M ⁽¹⁾	1,495	<u>(7)</u>	01/29/2026	Common Stock
Stock Appreciation Right	\$ 101.16	01/31/2018		A	13,730	01/31/2019 ⁽⁸⁾	01/31/2028	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reiner Deborah M ONE PARK PLAZA NASHVILLE, TN 37203			SVP - Mktg. & Communications	

Signatures

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

 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 exercise of stock appreciation rights and sales of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) The stock appreciation rights vested in four equal annual installments beginning on February 8, 2013.
 - (3) 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.
 - (4) The stock appreciation rights vested at the end of fiscal years 2014, 2015 and 2016 based upon the achievement of certain annual EBITDA performance targets.
 - (5) The stock appreciation rights vest in four equal annual installments beginning on February 5, 2015.
 - (6) The stock appreciation rights vest in four equal annual installments beginning on February 4, 2016.
 - (7) The stock appreciation rights vest in four equal annual installments beginning on January 29, 2017.
 - (8) 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.