

FRIST THOMAS F III
Form 5
February 14, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
FRIST THOMAS F III

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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

3100 WEST END AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NASHVILLE, TN 37203

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock, par value \$0.01 per share | 01/31/2011 | Â | G | 1,121.745 (1) A \$ 0 | 9,496.54 (1) | I | Held indirectly through Hercules Holding II, LLC (2) (3) |
| Common Stock, par | 01/31/2011 | Â | G | 1,121.745 (1) A \$ 0 | 9,496.54 (1) | I | Held indirectly |

| | | | | | | | | | | |
|--|------------|---|---|------------------------------------|---|------|------------------------------------|---|--|--|
| value \$0.01 per share | | | | | | | | | | through Hercules Holding II, LLC by spouse ⁽²⁾ <u>(3)</u> |
| Common Stock, par value \$0.01 per share | 01/31/2011 | Â | G | <u>3,365.235</u> ⁽¹⁾ | A | \$ 0 | <u>28,489.62</u> ⁽¹⁾ | I | | Held indirectly through Hercules Holding II, LLC by trusts for benefit of children ⁽²⁾ <u>(3)</u> <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | | Held indirectly through Hercules Holding II, LLC by Thomas F. Frist III 2010 GRAT ⁽²⁾ <u>(4)</u> |
| Common Stock, par value \$0.01 per share | Â | Â | 3 | Â | Â | Â | Â | I | | Held indirectly through Hercules Holding II, LLC by Frisco, Inc. ⁽²⁾ <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(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 | 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. of D Se B O E Is |
|---|--|---|---|--------------------------------------|---|--|---|---|---------------------------------------|
|---|--|---|---|--------------------------------------|---|--|---|---|---------------------------------------|

of (D)
(Instr. 3,
4, and 5)

| (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 THOMAS F III 3100 WEST END AVENUE NASHVILLE, TN 37203 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Natalie H. Cline, Attorney-in-Fact for Reporting Person

02/14/2012

__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) Reflects a 4:505 to 1 forward stock split that occurred on March 9, 2011.

Hercules Holding II, LLC ("Hercules") held 271,348,910 shares of the common stock of HCA Holdings, Inc. (the "Issuer") as of December 31, 2011. Hercules has issued one unit per share of the Issuer that it owns directly. Hercules is held by a private investor group, including affiliates of Bain Capital Investors, LLC and Kohlberg Kravis Roberts & Co. L.P., and affiliates of HCA Inc. founder Dr.

(2) Thomas F. Frist, Jr. Mr. Frist may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of the Issuer held by Hercules. However, Mr. Frist disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(3) On January 31, 2011, Mr. Frist received a gift of 1,121,745 units of Hercules and Mr. Frist's wife received a gift of 1,121,745 units of Hercules. In addition, three trusts for the benefit of Mr. Frist's children also received a gift of an aggregate of 3,365,235 units of Hercules on January 31, 2011. Mr. Frist directly owns 9,496.54 units of Hercules and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer by virtue of his membership in Hercules. Mr. Frist may also be deemed to have indirect beneficial ownership in respect of 9,496.54 units of Hercules, through an indirect pecuniary interest in such units held by his wife, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

(4) Mr. Frist may be deemed the beneficial owner of the 251,424.0497 units of Hercules held by the Thomas F. Frist III 2010 Grantor Retained Annuity Trust, of which he serves as trustee, and the aggregate 28,489.62 units held by certain trusts for the benefit of his children, each of which his sister serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

(5) Mr. Frist may be deemed to share voting and dispositive power with respect to 36,629,163.8593 shares of the Issuer that may be deemed to be beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.