Cuffe Michael S. 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

ONE PARK PLAZA

(Last)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Cuffe Michael S. Symbol

(Middle)

(First)

(Street)

HCA Healthcare, Inc. [HCA]

(Month/Day/Year)

3. Date of Earliest Transaction

02/22/2018

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

President-Physician Services

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

NASHVILLE, TN 37203

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	ed of	` ′	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 <u>(1)</u>	15,000	A	\$ 0	26,089.4951	D	
Common Stock	02/22/2018		A(2)	600	A	\$ 0	26,689.4951	D	
Common Stock	02/22/2018		F	6,140	D	\$ 100.54	20,549.4951	D	
Common Stock	02/25/2018		M	1,217	A	(3)	21,766.4951	D	
Common Stock	02/25/2018		F	479	D	\$ 100.84	21,287.4951	D	

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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. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Stock Appreciation Right	\$ 47.97	02/22/2018		A	2,175		02/22/2018	02/05/2024	Common Stock	2
Restricted Stock Units	(3)	02/25/2018		M		1,217	<u>(5)</u>	02/25/2026	Common Stock	1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cuffe Michael S. ONE PARK PLAZA NASHVILLE, TN 37203

President-Physician Services

Signatures

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

**Signature of Reporting Person Dat

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 7,500 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.

(2)

Reporting Owners 2

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On February 5, 2014, the reporting person was granted 4,000 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 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 600 restricted stock units.

- (3) Restricted stock units convert into common stock on a one-for-one basis.
 - On February 5, 2014, the reporting person was granted 14,500 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
- (4) 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 2,175 stock appreciation rights.
- On February 25, 2016, the reporting person was granted 2,435 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date.

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.