

Morrow J William
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

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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 *
Morrow J William

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)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Finance and Treasurer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/12/2018		G	V 409 D \$ 0	4,209.5358	D	
Common Stock	02/12/2018		G	V 409 A \$ 0	1,809	I	By Trust (Spouse, Trustee)
Common Stock	02/22/2018		A ⁽¹⁾	6,400 A \$ 0	10,609.5358	D	
Common Stock	02/22/2018		A ⁽²⁾	225 A \$ 0	10,834.5358	D	
Common Stock	02/22/2018		F	1,638 D \$ 100.54	9,196.5358	D	

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On February 5, 2014, the reporting person was granted 1,500 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 225 restricted stock units.

- On February 5, 2014, the reporting person was granted 6,500 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 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 975 stock appreciation rights.
- (3)

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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