HCA Holdings, Inc.
Form 4
May 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 *
BANK OF AMERICA CORP /DE/

(Last) (First) (Middle)

BANK OF AMERICA CORPORATE CENTER, 100 N TRYON ST

(Street)

CHARLOTTE, NC 28255

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HCA Holdings, Inc. [HCA]

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ 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	04/15/2011		P		5 (2) (9)	A	$ 32.05	84,307,409 (3) (4) (5) (6) (7)	I	By Subsidiary (1) (3) (4) (5) (6) (7) (8)
Common Stock	04/18/2011		S		200 (2) (9)	D	$ 30.75	84,307,409 (3) (4) (5) (6) (7)	I	By Subsidiary (1) (3) (4) (5) (6) (7) (8)
Common Stock	04/19/2011		S		5 (2) (9)	D	$ 32.35	84,307,409 (3) (4) (5) (6) (7)	I	By Subsidiary (1) (3) (4) (5)

								(6) (7) (8)
Common Stock	04/20/2011	P	200 (2) (9)	A	$ 31.74	84,307,409 (3) (4) (5) (6) (7)	I	By Subsidiary (1) (3) (4) (5) (6) (7) (8)
Common Stock	04/21/2011	S	26 (2) (9)	D	$ 31.79	84,307,409 (3) (4) (5) (6) (7)	I	By Subsidiary (1) (3) (4) (5) (6) (7) (8)
Common Stock	04/27/2011	P	26 (2) (9)	A	$ 32.74	84,307,409 (3) (4) (5) (6) (7)	I	By Subsidiary (1) (3) (4) (5) (6) (7) (8)

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 of (D) (Instr. 3, 4, and 5)		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 (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
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X		

Signatures

/s/ Margaret E. Nelson	05/03/2011
**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) This Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries. BAC is an indirect beneficial owner of the shares of common stock of HCA Holdings, Inc. (the "Issuer"), held indirectly through its affiliates as described in footnotes 3-5, below.

(2) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of BAC, to correct errors made in connection with agency brokerage trades made on behalf of clients of MLPFS.

(3) ML Global Private Equity Fund, L.P., now BAML Capital Partners, ("MLGPELP Fund") may be deemed to indirectly own a portion of these shares of the Issuer's common stock by virtue of the membership interests it holds in Hercules Holding II, LLC ("Hercules"). MLGPE Ltd. is the general partner of MLGPELP Fund and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPEP"), the general partner of which is Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of Merrill Lynch Group, Inc. ("ML Group"), which is a wholly owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co."), which is a wholly owned subsidiary of BAC.

(4) MLGPE Ltd., as the general partner of MLGPELP Fund, has decision-making power over the voting and disposition of shares of portfolio investments of MLGPELP Fund, including MLGPELP Fund's investment in the Issuer. However, the consent of MLGPEP is expressly required in connection with any such vote or disposition. In turn, action by MLGPEP with respect to investment matters requires the consent of MLGPEP's investment committee as well as its general partner, ML GP.

(5) ML HCA Co-Invest, L.P. ("ML Co-Invest LP") may be deemed to indirectly own a portion of these shares of the Issuer's common stock by virtue of the membership interests it holds in Hercules. Investment decisions for ML Co-Invest LP are made by the board of directors of ML HCA Co-Invest, Ltd., a wholly owned subsidiary of MLGPELP Fund.

(6) Merrill Lynch Ventures L.P. 2001 ("ML Ventures LP") may be deemed to indirectly own a portion of these shares of the Issuer's common stock by virtue of the membership interests it holds in Hercules. Merrill Lynch Ventures, LLC ("ML Ventures LLC"), is a wholly owned subsidiary of ML Group and the sole general partner of ML Ventures LP.

(7) Hercules directly holds all the shares of the Issuer's common stock reported herein. The membership interests of Hercules are held by a private investor group, including affiliates of Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. L.P. and MLGPELP Fund, and affiliates of the Issuer's founder Dr. Thomas F. Frist, Jr. BAC, through its affiliates, may be deemed to be a member of a group exercising voting and investment control over the shares of the Issuer's common stock held by Hercules. However, each of BAC and its affiliates disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, BAC is the beneficial owner of the securities covered by this statement except to the extent of its pecuniary interest therein.

(8) MLGPELP Fund, ML Ventures LP and certain of their permitted transferees collectively have the right under Hercules's limited liability company agreement to nominate up to three directors of the Issuer. Three employees of MLGPE Ltd. are on the board of the Issuer. Each of BAC and its other affiliates hereby disclaims its possible status as a director of the Issuer.

(9) In connection with this transaction, BAC has agreed to voluntarily remit appropriate profits, if any, to the Issuer. BAC disclaims that such transaction is subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to such transaction.

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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