

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response... 0.5

☐ 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|                                                                                |                                         |                                                                                  |                                   |                                                                                                                                                                                                                |                                                                                                  |                                                             |                                                          |
|--------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br>BANK OF AMERICA CORP /DE/         |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>HCA Holdings, Inc. [HCA]          |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ Officer (give title below) <input checked="" type="checkbox"/> 10% Owner<br>____ Other (specify below)     |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>BANK OF AMERICA CORPORATE<br>CENTER, 100 N TRYON ST |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/16/2012                   |                                   |                                                                                                                                                                                                                |                                                                                                  |                                                             |                                                          |
| (Street)<br>CHARLOTTE, NC 28255                                                |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3)                                             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                           | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                                |                                         |                                                                                  | Code V                            | Amount (A) or (D) Price                                                                                                                                                                                        |                                                                                                  |                                                             |                                                          |
| Common Stock                                                                   | 02/16/2012                              |                                                                                  | S                                 | 170,877<br>(2) (6) D \$ 25.5008                                                                                                                                                                                | 3,187,833 (3) (4) (5)                                                                            | I                                                           | By Subsidiary<br>(1) (3) (4) (5)                         |

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                               |                                                        |                                         |                                                       | 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/<br>BANK OF AMERICA CORPORATE CENTER<br>100 N TRYON ST<br>CHARLOTTE, NC 28255 |               | X         |         |       |

## Signatures

/s/ Margaret E. Nelson, Authorized Signatory for Bank of America

02/23/2012

## 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 footnote 3 below.

(2) On February 10, 2012, Hercules Holding II, LLC ("Hercules") made a distribution of shares of the Issuer's common stock to certain of its members, including a disposition of 170,877 shares to Merrill Lynch Ventures L.P. 2001 ("ML Ventures LP"). This transaction represents a disposition of these shares by ML Ventures LP through a sale on the open market.

(3) ML Ventures LP may be deemed to indirectly own 3,187,833 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 the general partner of ML Ventures LP and 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) Hercules directly holds 3,187,833 shares of the Issuer's common stock reported herein. The membership interests of Hercules are held by a private investor group, including ML Ventures LP, affiliates of Bain Capital Partners, LLC, Kohlberg Kravis Roberts & Co. L.P. and affiliates of the Issuer's founder Dr. Thomas F. Frist, Jr.

(5) 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.

(6) 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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