






HCA Holdings, Inc.

HCA NYSE

Healthcare Facilities

Market Capitalization USD: **\$10,426.34 mm**

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket. 

CEO: Richard M. Bracken

Age: 59 CEO Since: 2009

	2009	2010	2011
Base Salary		\$1,324,975	\$1,324,975
Discretionary Bonus		\$0	\$0
Annual Cash Incentive		\$2,614,824	\$1,638,572
Benefits and Perquisites		\$25,010,638	\$25,661
TOTAL ANNUAL COMPENSATION		\$28,950,437	\$2,989,208
Increase in Post-Retirement Benefits		\$9,250,610	\$2,749,138
Stock Option Awards		\$0	\$0
Stock Awards		\$0	\$0
TOTAL COMPENSATION		\$38,201,047	\$5,738,346
Median of Other Named Executive Officers Total Compensation		\$15,437,220	\$3,248,667
Value Realized on Exercise of Stock Option		\$3,137,421	\$2,767,136
Value Realized on Vesting of Stock		\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION		\$3,137,421	\$2,767,136

Proxy Date: 16 Mar 2012

Annual Meeting Date: 26 Apr 2012

Equity Reserves: 20.20%

Stock Option Run Rate: 0.78%

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Performance Comparison

■ vs S&P500 ■ vs Industry ■ HCA



Peer Comparisons (TRBC) =Healthcare Facilities

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HCA	HCA Holdings, Inc.		\$38,201,047	\$5,738,346	\$10,426,340,736
HCP	HCP, Inc.	\$7,973,566	\$7,973,819	\$13,762,652	\$14,275,703,593
VTR	Ventas, Inc.	\$6,251,425	\$8,541,106		\$14,223,245,085
HCN	Health Care REIT, Inc.	\$4,670,902	\$6,510,825		\$8,304,515,107
LH	Laboratory Corporation of America Holdings	\$8,938,814	\$9,672,746		\$8,015,670,000
DGX	Quest Diagnostics Incorporated	\$12,474,784	\$12,341,844		\$7,813,011,916
DVA	DaVita Inc.	\$11,672,142	\$14,121,043		\$5,853,378,000

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Abbott Laboratories, Aetna Inc., AmerisourceBergen Corporation, Amgen Inc., Baxter International Inc., Boston Scientific Corporation, Bristol-Myers Squibb Company, CIGNA Corporation, Coventry Health Care, Inc., Covidien plc, Express Scripts, Inc., Humana Inc., Johnson & Johnson, Eli Lilly and Company, Medco Health Solutions Inc., Medtronic Inc., Merck & Co., Inc., Pfizer Inc., Quest Diagnostics Incorporated, Thermo Fisher Scientific Inc., UnitedHealth Group Incorporated and WellPoint, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Jav O. Light	Chairman	70	Male	1	Outside
Geoffrey G. Mevers	Member	67	Male	1	Outside
John P. Connaughton	Member	46	Male	6	Outside
Michael W. Michelson	Member	60	Male	6	Outside

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