

HCA INC/TN
Form 4
June 06, 2005

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
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,
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZGERALD JAMES A JR

(Last) (First) (Middle)

ONE PARK PLAZA

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HCA INC/TN [(HCA)]

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

06/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP-Supply Chain Operations

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	06/02/2005		S		1,025	D	\$ 54.07	20,021	D	
Common Stock	06/02/2005		S		5,900	D	\$ 54.03	14,121	D	
Common Stock	06/03/2005		G		278	D	\$ 0	13,843	D	
Common Stock	06/03/2005		M		1,875	A	\$ 35.6	15,718	D	
Common Stock	06/03/2005		M		15,000	A	\$ 41.84	30,718	D	

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Common Stock	06/03/2005	M	15,000	A	\$ 42.15	45,718	D	
Common Stock	06/03/2005	S	31,875	D	\$ 54.2	13,843	D	
Common Stock						3,483	I	By 401(k)
Common Stock						940	I	By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 35.6	06/03/2005		M		1,875		<u>(1)</u>	03/22/2011	Common Stock	1,875
Non-Qualified Stock Option (right to buy)	\$ 41.84	06/03/2005		M		15,000		<u>(2)</u>	01/24/2012	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 42.15	06/03/2005		M		15,000		<u>(2)</u>	01/29/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FITZGERALD JAMES A JR ONE PARK PLAZA NASHVILLE, TN 37203	SVP-Supply Chain Operations

Signatures

By: /s/ John M. Franck II,
Attorney-in-Fact

06/06/2005

__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) The option vests in four equal annual installments beginning on 3/22/02.

On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the

(2) HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA's common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.

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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