

HCA INC/TN
Form 4
June 06, 2005

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 *
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
 Officer (give title below) _____ Other (specify below)

SVP-Supply Chain Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | (A) or (D) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|--|
| | | | Code | V | Amount | Price | | |
| Common Stock | 06/02/2005 | | S | | 1,025 | \$ 54.07 | D | |
| Common Stock | 06/02/2005 | | S | | 5,900 | \$ 54.03 | D | |
| Common Stock | 06/03/2005 | | G | | 278 | \$ 0 | D | |
| Common Stock | 06/03/2005 | | M | | 1,875 | \$ 35.6 | D | |
| Common Stock | 06/03/2005 | | M | | 15,000 | \$ 41.84 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 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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