

HCA INC/TN

Form 4

November 21, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
AVERHOFF MAGDALENA MD

(Last) (First) (Middle)

C/O HCA INC., 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)

11/17/2006

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)

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)	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	11/17/2006		D		9,607	D	\$ 51 (1) 0

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 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)	\$ 32.2707	11/17/2006		D		2,947		05/15/2002	05/15/2008	Common Stock	2,947
Non-Qualified Stock Option (right to buy)	\$ 22.25	11/17/2006		D		7,500		09/24/2002	09/24/2009	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 39.2	11/17/2006		D		6,950		<u>(3)</u>	05/24/2011	Common Stock	6,950
Non-Qualified Stock Option (right to buy)	\$ 32.3	11/17/2006		D		6,179		07/24/2003	07/24/2013	Common Stock	6,179
Non-Qualified Stock Option (right to buy)	\$ 40.14	11/17/2006		D		6,229		<u>(4)</u>	06/10/2014	Common Stock	6,229
Non-Qualified Stock Option (right to buy)	\$ 43.49	11/17/2006		D		3,833		<u>(4)</u>	05/25/2016	Common Stock	3,833
Non-Qualified Stock Option (right-to-buy)	\$ 54.68	11/17/2006		D		5,715		<u>(4)</u>	06/09/2015	Common Stock	5,715

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVERHOFF MAGDALENA MD C/O HCA INC. ONE PARK PLAZA NASHVILLE, TN 37203	X			

Signatures

By: /s/ Colleen E. Haley,
Attorney-in-Fact

11/21/2006

__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) Disposed of in connection with the merger in exchange for the right to receive \$51.00 per share.
- (2) This option was cancelled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$51 per share, multiplied by the number of shares subject to the option.
- (3) The option vests in five equal annual installments beginning on 5/24/01.
- (4) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (5) All options with an exercise price above the merger consideration of \$51.00 per share were cancelled in the merger and no payment will be made thereon.

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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