

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 *
STEAKLEY JOSEPH N

(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)
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
____X____ Officer (give title below) ____ Other (specify below)

SVP - Internal Audit

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 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)
Common Stock	09/30/2006		A ⁽¹⁾	V 402 A \$ 0	49,833	D	
Common Stock	11/17/2006		D	14,632 D <u>(2)</u>	35,201	D	
Common Stock	11/17/2006		D	35,201 D <u>\$ 51</u> <u>(3)</u>	0	D	
Common Stock	11/17/2006		D	109 D <u>(4)</u>	0	I	By 401(k)
Common Stock	11/17/2006		D	1,200 D <u>\$ 51</u> <u>(3)</u>	0	I	By Daughter

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Common Stock 11/17/2006 D 1,200 D \$ 51 ⁽³⁾ 0 I By Son

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

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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)

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	11/17/2006		D		15,000		<u>(7)</u>	03/22/2011	Common Stock	15,000
Non-Qualified Stock Option (right to buy)	\$ 41.84	11/17/2006		D		30,000		<u>(8)</u>	01/24/2012	Common Stock	30,000
Non-Qualified Stock Option (right to buy)	\$ 42.15	11/17/2006		D		40,000		<u>(8)</u>	01/29/2013	Common Stock	40,000
Non-Qualified Stock Option (right to buy)	\$ 45.86	11/17/2006		D		35,000		<u>(8)</u>	01/29/2014	Common Stock	35,000
Non-Qualified Stock Option (right to buy)	\$ 44.74	11/17/2006		D		7,500		<u>(9)</u>	01/27/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 54.73	11/17/2006		D		7,500		<u>(9)</u>	01/27/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 49.59	11/17/2006		D		7,500		<u>(9)</u>	01/27/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 49.9	11/17/2006		D		6,275		<u>(9)</u>	01/26/2016	Common Stock	6,275

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Non-Qualified Stock Option (right to buy)	\$ 45.08	11/17/2006	D	6,275	<u>(9)</u>	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 49.6	11/17/2006	D	6,275	<u>(9)</u>	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 50.34	11/17/2006	D	6,275	<u>(9)</u>	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to purchase)	\$ 46.95	11/17/2006	D	7,500	<u>(9)</u>	01/27/2015	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 26.8031	11/17/2006	D	40,000	11/03/2002	11/03/2007	Common Stock	40
Non-Qualified Stock Option (right to buy)	\$ 17.116	11/17/2006	D	8,100	03/04/2003	03/04/2009	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 17.116	11/17/2006	D	5,000	03/04/2003	03/04/2009	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEAKLEY JOSEPH N ONE PARK PLAZA NASHVILLE, TN 37203			SVP - Internal Audit	

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) Ongoing acquisition of common stock from 1/1/2006 to 9/30/2006 under the HCA Employee Stock Purchase Plan and including dividend reinvestment of shares.

(2) Disposed of in connection with the merger of Hercules Acquisition Corporation with and into the issuer, with the issuer as the surviving corporation, effective November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding, LLC, Hercules Acquisition Corporation and the issuer. The shares listed above held by the reporting person were exchanged for an equity interest in the surviving corporation. In connection with the merger, the issuer's common stock was valued at \$51.00 per share.

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- (3) Disposed of in connection with the merger in exchange for the right to receive \$51.00 per share.
- (4) All shares held by the HCA 401(k) Plan were disposed of in connection with the merger in exchange for merger consideration of \$51.00 per share, and the participant received cash in the plan equal to his or her pro rata interest in the shares held by the plan.
- (5) 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.

This option was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$12.75 for that number of shares so that the difference between \$51.00 and the exercise price of the old option, multiplied by the number shares subject to the old option, is equal to the difference between \$51.00 and \$12.75, multiplied by the number of shares subject to the new option.
- (6) 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
- (8) 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.
- (9) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (10) 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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