STEELE JOHN M

Form 4 April 28, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STEELE JOHN M			2. Issuer Name and Ticker or Trading Symbol HCA INC/TN [(HCA)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
ONE PARK PLAZA			04/26/2005	X Officer (give title Other (specify below)			
				SVP - Human Resources			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NASHVILLE, TN 37203				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 04/26/2005 M 7,500 A 30,174 D Stock 35.8168 Common 04/26/2005 M 7,000 37,174 D A 37.9166 Stock Common 04/26/2005 M 50,000 D 87,174 26.8031 Stock Common 04/26/2005 M 26,292 \$ 17.116 113,466 D Stock Common 04/26/2005 M 10,000 A \$ 35.6 123,466 D Stock

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Common Stock	04/26/2005	M	10,000	A	\$ 41.84	133,466	D	
Common Stock	04/26/2005	M	7,000	A	\$ 42.15	140,466	D	
Common Stock	04/26/2005	M	8,750	A	\$ 40.72	149,216	D	
Common Stock	04/26/2005	S	10,000	D	\$ 55	139,216	D	
Common Stock	04/26/2005	S	1,000	D	\$ 55.03	138,216	D	
Common Stock	04/26/2005	S	1,800	D	\$ 55.05	136,416	D	
Common Stock	04/26/2005	S	6,000	D	\$ 55.08	130,416	D	
Common Stock	04/26/2005	S	6,700	D	\$ 55.09	123,716	D	
Common Stock	04/26/2005	S	48,500	D	\$ 55.1	75,216	D	
Common Stock	04/26/2005	S	100	D	\$ 55.11	75,116	D	
Common Stock	04/26/2005	S	1,200	D	\$ 55.12	73,916	D	
Common Stock	04/26/2005	S	300	D	\$ 55.13	73,616	D	
Common Stock	04/26/2005	S	6,900	D	\$ 55.14	66,716	D	
Common Stock	04/26/2005	S	14,200	D	\$ 55.15	52,516	D	
Common Stock	04/26/2005	S	6,100	D	\$ 55.16	46,416	D	
Common Stock	04/26/2005	S	500	D	\$ 55.17	45,916	D	
Common Stock	04/26/2005	S	6,900	D	\$ 55.18	39,016	D	
Common Stock	04/26/2005	S	10,600	D	\$ 55.19	28,416	D	
Common Stock	04/26/2005	S	5,742	D	\$ 55.2	22,674	D	
Common Stock						607	I	By 401(k)

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 35.8168	04/26/2005		M	()	7,500	02/08/2001	02/08/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.9166	04/26/2005		M		7,000	02/03/2002	02/03/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.8031	04/26/2005		M		50,000	11/03/2002	11/03/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.116	04/26/2005		M		26,292	03/04/2003	03/04/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.6	04/26/2005		M		10,000	<u>(1)</u>	03/22/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.84	04/26/2005		M		10,000	(2)	01/24/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.15	04/26/2005		M		7,000	(2)	01/29/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.72	04/26/2005		M		8,750	(2)	11/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 54.73	04/27/2005		A(3)	7,500		<u>(4)</u>	01/27/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEELE JOHN M ONE PARK PLAZA NASHVILLE, TN 37203

SVP - Human Resources

Signatures

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

04/28/2005

**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.
- (3) Right to buy pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights.
- (4) The options vest in four equal annual installments beginning on January 27, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 4