HCA INC/TN Form 4 November 21, 2006

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1(b).

Common

Stock

11/17/2006

(Print or Type Responses)

Hamma Duggall V		erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	HCA IN	HCA INC/TN [(HCA)]				(Check all applicable)				
(Last)	(First) (M		3. Date of Earliest Transaction							
ONE PARK	`	(Month/Day/Year) 11/17/2006				Director 10% Owner X Officer (give title Other (specify below) CFO - Central Group				
		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NASHVILL						Form filed by More than One Reporting Person				
(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ties Aco	quired, Disposed	of, or Beneficial	lly 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. Securit on(A) or Dia (D) (Instr. 3, 4	sposed	of 5) Price	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	11/17/2006		D	19,975	D	\$ 51 (1)	0	D		

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

D

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<u>(2)</u>

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By 401(k)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 54.73	11/17/2006		D	3,000	<u>(5)</u>	01/27/2015	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 49.59	11/17/2006		D	3,000	<u>(5)</u>	01/27/2015	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 47.92	11/17/2006		D	31,300	<u>(5)</u>	10/01/2015	Common Stock	31
Non-Qualified Stock Option (right to buy)	\$ 49.9	11/17/2006		D	6,450	<u>(5)</u>	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 45.08	11/17/2006		D	6,450	(5)	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 49.6	11/17/2006		D	6,450	<u>(5)</u>	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 50.34	11/17/2006		D	6,450	<u>(5)</u>	01/26/2016	Common Stock	6,
Non-Qualified Stock Option (right to purchase)	\$ 46.95	11/17/2006		D	3,000	<u>(5)</u>	01/27/2015	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 23.9375	11/17/2006		D	3,500	04/14/2006	04/14/2010	Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 41.84	11/17/2006		D	20,000	<u>(4)</u>	01/24/2012	Common Stock	20
	\$ 42.15	11/17/2006		D	20,000	<u>(4)</u>	01/29/2013		20

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Non-Qualified Stock Option (right to buy)							Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 45.86	11/17/2006	D	20,000	<u>(4)</u>	01/29/2014	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 44.74	11/17/2006	D	3,000	(5)	01/27/2015	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harms Russell K ONE PARK PLAZA NASHVILLE, TN 37203

CFO - Central Group

Signatures

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

11/21/2006

Date

**Signature of Reporting Person

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) 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.
- 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.
- On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the (4) 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.
- (5) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (6) 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. 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.

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