

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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON R MILTON

(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)

Executive Vice President &amp; CFO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |   |           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|---|-----------|
| Common<br>Stock                       | 11/17/2006                              |                                                             | D                                    | 75,775                                                                     | D                                                                                                                  | \$ 51<br>(1)                                                         | 0                                       | D |           |
| Common<br>Stock                       | 11/17/2006                              |                                                             | D                                    | 993                                                                        | D                                                                                                                  | (2)                                                                  | 0                                       | I | By 401(k) |

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  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount<br>Underlying<br>Security |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>Underlying<br>Security    |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 17.116                                                             | 11/17/2006                              |                                                             | D                                       | 9,850                                                                                                     | 03/04/2003                                                     | 03/04/2009         | Common<br>Stock                                                |                                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 17.116                                                             | 11/17/2006                              |                                                             | D                                       | 98,414                                                                                                    | 03/04/2003                                                     | 03/04/2009         | Common<br>Stock                                                | 9                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 35.6                                                               | 11/17/2006                              |                                                             | D                                       | 15,000                                                                                                    | <u>(5)</u>                                                     | 03/22/2011         | Common<br>Stock                                                | 1                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 41.84                                                              | 11/17/2006                              |                                                             | D                                       | 40,000                                                                                                    | <u>(6)</u>                                                     | 01/24/2012         | Common<br>Stock                                                | 4                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 42.15                                                              | 11/17/2006                              |                                                             | D                                       | 40,000                                                                                                    | <u>(6)</u>                                                     | 01/29/2013         | Common<br>Stock                                                | 4                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 45.86                                                              | 11/17/2006                              |                                                             | D                                       | 60,000                                                                                                    | <u>(6)</u>                                                     | 01/29/2014         | Common<br>Stock                                                | 6                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 41.05                                                              | 11/17/2006                              |                                                             | D                                       | 100,000                                                                                                   | <u>(6)</u>                                                     | 07/22/2014         | Common<br>Stock                                                | 1                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 44.74                                                              | 11/17/2006                              |                                                             | D                                       | 21,025                                                                                                    | <u>(7)</u>                                                     | 01/27/2015         | Common<br>Stock                                                | 2                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 54.73                                                              | 11/17/2006                              |                                                             | D                                       | 21,025                                                                                                    | <u>(7)</u>                                                     | 01/27/2015         | Common<br>Stock                                                | 2                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 49.59                                                              | 11/17/2006                              |                                                             | D                                       | 21,025                                                                                                    | <u>(7)</u>                                                     | 01/27/2015         | Common<br>Stock                                                | 2                                   |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 49.9                                                               | 11/17/2006                              |                                                             | D                                       | 18,125                                                                                                    | <u>(7)</u>                                                     | 01/26/2016         | Common<br>Stock                                                | 1                                   |

|                                                         |          |            |   |        |            |            |                 |
|---------------------------------------------------------|----------|------------|---|--------|------------|------------|-----------------|
| Non-Qualified<br>Stock Option<br>(right to buy)         | \$ 45.08 | 11/17/2006 | D | 18,125 | <u>(7)</u> | 01/26/2016 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)         | \$ 49.6  | 11/17/2006 | D | 18,125 | <u>(7)</u> | 01/26/2016 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy)         | \$ 50.34 | 11/17/2006 | D | 18,125 | <u>(7)</u> | 01/26/2016 | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to<br>purchase) | \$ 46.95 | 11/17/2006 | D | 21,025 | <u>(7)</u> | 01/27/2015 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                                |       |
|-----------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                        | Other |
| JOHNSON R MILTON<br>ONE PARK PLAZA<br>NASHVILLE, TN 37203 |               |           | Executive Vice President & CFO |       |

## 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) 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.

(3) 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.

(4) 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.

(5) The option vests in four equal annual installments beginning on 3/22/02.

(6) On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the 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.

(7) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.

(8) 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.

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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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