

HCA INC/TN
Form 4
November 21, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIST THOMAS F JR

(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)
09/30/2006

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	09/30/2006		A ⁽¹⁾		3,025	A	\$ 0
Common Stock	11/15/2006		J ⁽²⁾		99,125	A	\$ 0
Common Stock	11/17/2006		D		3,520,400	D	<u>(3)</u> 2,140,266
Common Stock	11/17/2006		D		2,140,266	D	\$ <u>(4)</u> 51 0
Common Stock	11/17/2006		D		20,380	D	<u>(5)</u> 0
						I	By 401(k)

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Common Stock	11/17/2006	D	8,130,780	D	(3)	0	I	By Corporation
Common Stock	11/15/2006	J(6)	1,533,420	D	\$ 0	0	I	By Partnership 1
Common Stock	11/17/2006	D	45,498	D	(3)	0	I	By Spouse
Common Stock	11/17/2006	D	16,113	D	(3)	0	I	By Trust 2
Common Stock	11/17/2006	D	86,051	D	(3)	0	I	By Trust 3
Common Stock	11/17/2006	D	1,477,765	D	(3)	0	I	By Trust 4

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

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(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)	Amount or Number of Shares
Non-Qualified Stock Option (right-to-buy)	\$ 54.68	11/17/2006		D	5,715	(9) 06/09/2015	Common Stock	5,715
Non-Qualified Stock Option (right to buy)	\$ 44.08	11/17/2006		D	18,375	(7) 03/28/2012	Common Stock	18,375
Non-Qualified Stock Option (right to buy)	\$ 40.14	11/17/2006		D	1,975	(9) 06/10/2014	Common Stock	1,975
Non-Qualified Stock Option (right to buy)	\$ 43.49	11/17/2006		D	3,833	(9) 05/25/2016	Common Stock	3,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIST THOMAS F JR C/O HCA INC. ONE PARK PLAZA NASHVILLE, TN 37203	X			

Signatures

By: /s/ Colleen E. Haley, 11/21/2006
 Attorney-in-Fact

**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 under the HCA Employee Stock Purchase Plan from dividend reinvestment of shares.
- (2) Pro rata distribution from Frisco Partners, of which the reporting person is a partner.
 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.
- (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) Pro rata distribution from Frisco Partners of all shares of HCA common stock to the partners in the partnership.
- (6) The option vests in five equal annual installments beginning on 3/28/02.
- (7) 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.
- (8) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (9) 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.
- (10)

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.