FITZGERALD JAMES A JR

Form 4

January 31, 2005

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

Estimated average

See Instruction

1(b).

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 * FITZGERALD JAMES A JR			2. Issuer Name a Symbol HCA INC/TN	nd Ticker or Trading [(HCA)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle) 3. Date of Earliest Transaction		Transaction	(Check all applicable)		
			(Month/Day/Year)		Director	10% Owner	
ONE PARK	X PLAZA		01/27/2005		below)	e titleOther (specify below) oly Chain Operations	
(Street)			4. If Amendment,	Date Original	6. Individual or Joint/Group Filing(Check		
NASHVILI	LE, TN 37203		Filed(Month/Day/Y	ear)		One Reporting Person More than One Reporting	
(City)	(State)	(Zip)	Table I - Non	a-Derivative Securities Acq	quired, Disposed o	f, or Beneficially Owned	
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature	

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acc Transaction(A) or Disposed Code (Instr. 3, 4 and 5 (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Commo: Stock	n 01/27/2005		A	7,500 (1)	A	\$ 0	21,639	D	
Commo	n 01/29/2005		F	593	D	\$ 44.62	21,046	D	
Commo	n						3,483 <u>(2)</u>	I	By 401(k)
Commo	n						940	I	By Spouse

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)

Der Sec	Fitle of rivative curity str. 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. Transacti Code (Instr. 8)	(A) or Disposed of (D)	6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
					Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amous or Number of Shares
Sto	on-Qualified ock Option ght to buy)	\$ 44.74	01/27/2005		A(3)	7,500	<u>(4)</u>	01/27/2015	Common Stock	7,50

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FITZGERALD JAMES A JR ONE PARK PLAZA NASHVILLE, TN 37203

SVP-Supply Chain Operations

Signatures

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

01/31/2005

**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) Restricted shares granted pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights. One-third of the restricted shares vest on each of January 27, 2008, January 27, 2009 and January 27, 2010.
- (2) Between October 1 and December 31, 2004, the reporting person acquired 8 shares of HCA common stock under the HCA 401(k) Plan. Plan share amounts reflected are an estimate based on unit accounting and a December 31, 2004 value of \$39.96 per share.
- (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.

Reporting Owners 2

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