

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON DAVID GWIN

(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)
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)
SVP-Finance and Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 09/30/2006 | | A ⁽¹⁾ | 161 A \$ 0 | 46,754 | D | |
| Common Stock | 11/17/2006 | | D | 1,466 D 45,288 | | D | |
| Common Stock | 11/17/2006 | | D | 45,288 D \$ 51 (3) 0 | | D | |
| Common Stock | 11/17/2006 | | D | 3,980 D 4) 0 | | I | By 401(k) |

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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 17.116 | 11/17/2006 | | D | 69,390 | 03/04/2003 03/04/2009 | Common Stock | 69,390 | |
| Non-Qualified Stock Option (right to buy) | \$ 35.6 | 11/17/2006 | | D | 15,000 | <u>(6)</u> 03/22/2011 | Common Stock | 15,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 41.84 | 11/17/2006 | | D | 40,000 | <u>(8)</u> 01/24/2012 | Common Stock | 40,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 42.15 | 11/17/2006 | | D | 30,000 | <u>(8)</u> 01/29/2013 | Common Stock | 30,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 45.86 | 11/17/2006 | | D | 25,000 | <u>(8)</u> 01/29/2014 | Common Stock | 25,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 44.74 | 11/17/2006 | | D | 7,500 | <u>(9)</u> 01/27/2015 | Common Stock | 7,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 54.73 | 11/17/2006 | | D | 7,500 | <u>(9)</u> 01/27/2015 | Common Stock | 7,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 49.59 | 11/17/2006 | | D | 7,500 | <u>(9)</u> 01/27/2015 | Common Stock | 7,500 | |
| Non-Qualified Stock Option (right to buy) | \$ 49.9 | 11/17/2006 | | D | 6,275 | <u>(9)</u> 01/26/2016 | Common Stock | 6,275 | |

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- On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the
- (8) 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.
 - (9) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
 - (10) 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.

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