

HCA INC/TN
Form 4
May 02, 2005

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 *
HANKINS ROBERT SAMUEL JR

(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)
04/29/2005

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)
CFO-Outpatient Services Group

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 or Price		
Common Stock	04/29/2005		M		1,538 A \$ 30.9038	21,400	D
Common Stock	04/29/2005		M		7,500 A \$ 35.8168	28,900	D
Common Stock	04/29/2005		M		8,000 A \$ 37.9166	36,900	D
Common Stock	04/29/2005		M		20,000 A \$ 26.8031	56,900	D
Common Stock	04/29/2005		M		13,147 A \$ 17.116	70,047	D

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Common Stock	04/29/2005	M	12,000	A	\$ 35.6	82,047	D
Common Stock	04/29/2005	M	20,000	A	\$ 41.84	102,047	D
Common Stock	04/29/2005	M	20,000	A	\$ 42.15	122,047	D
Common Stock	04/29/2005	M	20,000	A	\$ 45.86	142,047	D
Common Stock	04/29/2005	S	120,985	D	\$ 55	21,062	D
Common Stock	04/29/2005	S	1,200	D	\$ 55.03	19,862	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 30.9038	04/29/2005		M	1,538	10/16/2000 10/16/2005	Common Stock 1,
Non-Qualified Stock Option (right to buy)	\$ 35.8168	04/29/2005		M	7,500	02/08/2001 02/08/2006	Common Stock 7,
Non-Qualified Stock Option (right to buy)	\$ 37.9166	04/29/2005		M	8,000	02/03/2002 02/03/2007	Common Stock 8,
Non-Qualified Stock Option (right to buy)	\$ 26.8031	04/29/2005		M	20,000	11/03/2002 11/03/2007	Common Stock 20
	\$ 17.116	04/29/2005		M	13,147	03/04/2003 03/04/2009	13

Option Type	Exercise Price	Grant Date	Expiration Date	Term	Quantity	Notes	Expiration Date	Stock Type	Quantity
Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 35.6	04/29/2005		M	12,000	(1)	03/22/2011	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 41.84	04/29/2005		M	20,000	(2)	01/24/2012	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 42.15	04/29/2005		M	20,000	(2)	01/29/2013	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 45.86	04/29/2005		M	20,000	(2)	01/29/2014	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANKINS ROBERT SAMUEL JR ONE PARK PLAZA NASHVILLE, TN 37203			CFO-Outpatient Services Group	

Signatures

By: /s/ John M. Franck II, Attorney-in-Fact for 05/02/2005

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

On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the (2) 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.

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.