

MICHELSON MICHAEL W
Form 4
March 18, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MICHELSON MICHAEL W

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA INC/TN [HCA INC.]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2009

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)
See Footnotes

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)
Common Stock	03/13/2009		J(3)(4)(5)	1,034,313.771 (3) (4) (5)	D (3) (4) (5) 3,867,647.229 (3) (4) (5)	I	Held through Hercules Holding II, LLC by KK PEI Investments L.P. (1) (2) (6) (12) (13)
Common Stock	03/13/2009		J(3)(4)(5)	1,034,313.771 (3) (4) (5)	A (3) (4) (5) 1,034,313.771 (3) (4) (5)	I	Held through Hercules Holding II, LLC by KK

Common Stock						319,411	I	sponsored co-investment fund (1) (2) (3) (5) (12) (13) Held through Hercules Holding II, LLC by KK Partners III, L.P. (1) (2) (8) (12) (13)
Common Stock						196,078	I	Held through Hercules Holding II, LLC by OPERF Co-Investment L.L.C. (1) (2) (12) (13)
Common Stock						9,313,725	I	Held through Hercules Holding II, LLC by KK Millennium Fund L.P. (1) (10) (12) (13)
Common Stock						8,642,157	I	Held through Hercules Holding II, LLC by KK 2006 Fund I (1) (2) (11) (12) (13)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repor
 Trans
 (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
------	---	-----	-----	---------------------	--------------------	-------	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHELSON MICHAEL W C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X			See Footnotes

Signatures

/s/ William J. Janetschek by Power of Attorney for Reporting Person 03/17/2009

__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) Hercules Holding II, LLC holds 91,845,692 shares, or 97.3%, of the common stock, par value \$0.01 per share (the "Shares") of HCA Inc. (the "Issuer"). Hercules Holding II, LLC is held by a private investor group, including affiliates of each of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Bank of America Corporation and by affiliates of Dr. Thomas F. Frist, Jr., the founder of the Issuer. Each such person may be deemed to be a member of a group exercising voting and investment control over the Shares held by Hercules Holding II, LLC.
- (2) However, each such person disclaims membership in any such group and disclaims beneficial ownership of such Shares, except to the extent of his or its pecuniary interest therein. Certain affiliates of Kohlberg Kravis Roberts & Co. L.P. collectively have the right under Hercules Holding II, LLC's limited liability company agreement to nominate up to three directors of the Issuer. Certain affiliates of Kohlberg Kravis Roberts & Co. L.P. indirectly own 23,373,332 Shares as follows:
- (3) On March 13, 2009, KKR PEI Investments, L.P. ("PEI Investments") agreed to transfer a portion of its co-investments in five portfolio companies, including a portion of its units of Hercules Holding II, LLC, to a KKR-sponsored co-investment fund ("Buyer") for an aggregate purchase price of \$200,399,888 (pro rated equally among the five co-investments). PEI Investments agreed to transfer a number of its co-investment interests in these five companies with an aggregate fair value of \$211,000,000 (pro rated equally among the five co-investments). PEI Investments agreed to transfer initially a number of its co-investment interests in these five portfolio companies (pro rated equally among the five co-investments) with an aggregate fair value of \$211,000,000 based on their fair values as of December 31, 2008, which is the nearest date in respect of which such fair values have been determined. (continued in footnote (4))
- (4) After the determination of the aggregate fair value as of March 31, 2009 (which is the next date in respect of which such fair values will be determined) of the five co-investment interests initially transferred to the Buyer, then (i) if such aggregate fair value as of March 31, 2009 is less than \$211,000,000, PEI Investments would be required to transfer to the Buyer additional co-investment interests in the five companies (pro rated equally among the five co-investments) or (ii) if such aggregate fair value as of March 31, 2009 is greater than \$211,000,000, the Buyer would be required to transfer back to PEI Investments a portion of the co-investment interests in the five companies initially transferred to the Buyer (pro rated equally among the five co-investments), in each case, (continued in footnote (5))

Edgar Filing: MICHELSON MICHAEL W - Form 4

(5) such that the Buyer then holds co-investment interests with an aggregate fair value equal to \$211,000,000 (based on their fair values as of March 31, 2009), provided that the number of additional interests transferred to the Buyer or the number of interests transferred back to PEI Investments will not exceed \$50,100,000 in the aggregate based on the fair value of these interests as of March 31, 2009. The number of units of Hercules Holding II, LLC to be transferred initially to the Buyer is 1,034,313.771, subject to adjustment as described above.

(6) PEI Investments directly owns 3,867,647.229 units of Hercules Holding II, LLC (after giving effect to the initial transfer and before any adjustment) and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of PEI Investments, KKR PEI Associates, L.P. may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by PEI Investments. As the sole general partner of KKR PEI Associates, L.P., KKR PEI GP Limited may also be deemed to share voting and dispositive power with respect to any Shares beneficially owned by PEI Investments. PEI Investments, KKR PEI Associates, L.P. and KKR PEI GP Limited disclaim beneficial ownership of such Shares except to the extent of their pecuniary interest therein. Kohlberg Kravis Roberts & Co. L.P., pursuant to a services agreement with KKR PEI GP Limited, (continued in footnote (7))

(7) may be deemed to share voting and dispositive power with respect to any Shares beneficially owned by PEI Investments. KKR & Co. L.L.C. is the general partner of Kohlberg Kravis Roberts & Co. L.P. Kohlberg Kravis Roberts & Co. L.P. and KKR & Co. L.L.C. disclaim beneficial ownership of such Shares. The managing members of KKR & Co. L.L.C. are Henry R. Kravis and George R. Roberts. The other members of KKR & Co. L.L.C. include Paul E. Raether, Michael W. Michelson, Johannes P. Huth, Todd A. Fisher, Alexander Navab and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts, as managing members of KKR & Co. L.L.C., may be deemed to share beneficial ownership of any Shares beneficially owned by KKR & Co. L.L.C. but disclaim beneficial ownership of such Shares. The other members of KKR & Co. L.L.C. also disclaim beneficial ownership of any Shares beneficially owned by KKR & Co. L.L.C.

(8) KKR Partners III directly owns 319,411 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. See the Form 3 filed by this fund on April 29, 2008 for more information on its ownership structure.

(9) OPERF Co-Investment, L.L.C. directly owns 196,078 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. See the Form 3 filed by this fund on April 29, 2008 for more information on its ownership structure.

(10) KKR Millennium Fund L.P. directly owns 9,313,725 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. See the Form 3 filed by this fund on April 29, 2008 for more information on its ownership structure.

(11) KKR 2006 Fund L.P. directly owns 8,642,157 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of Shares of the Issuer by virtue of its membership in Hercules Holding II, LLC. See the Form 3 filed by this fund on April 29, 2008 for more information on its ownership structure.

(12) The filing of this statement shall not be deemed an admission that, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Person is the beneficial owner of any equity securities covered by this statement.

(13) Mr. Michelson, an executive of Kohlberg Kravis Roberts & Co. L.P., is a member of the Issuer's board of directors. Mr. Michelson is also a member of KKR PEI GP Limited, KKR & Co. L.L.C. and of certain entities that may be deemed to share voting and dispositive power with respect to the Shares held by KKR Partners III, OPERF Co-Investment, L.L.C., KKR Millennium Fund L.P. and KKR 2006 Fund L.P. described above. As a member of the entities listed or described in the preceding sentence, Mr. Michelson may be deemed to share voting and dispositive power with respect to the Shares held by the KKR Millennium Fund L.P., KKR 2006 Fund L.P., KKR PEI Investments, L.P., KKR Partners III, L.P. and OPERF Co-Investment LLC. Mr. Michelson disclaims that he is the owner (beneficial or otherwise) of any shares beneficially owned by such entities.

Remarks:

Power of Attorney of Reporting Person (incorporated by reference to Exhibit 24.1 to the Form 3 filed by Michael W. Michelson)

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.