

HAZEN SAMUEL N
Form 4
April 28, 2005

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 *
HAZEN SAMUEL N

(Last) (First) (Middle)
ONE PARK PLAZA
(Street)
NASHVILLE, TN 37203

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2005

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)
President-Western 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	(A) or (D)	Price
Common Stock	04/27/2005		M		37,500	A	\$ 35.8168
Common Stock	04/27/2005		M		30,000	A	\$ 37.9166
Common Stock	04/27/2005		S		10,000	D	\$ 54.62
Common Stock	04/27/2005		S		1,200	D	\$ 54.63
Common Stock	04/27/2005		S		7,700	D	\$ 54.64

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Common Stock	04/27/2005	S	3,300	D	\$ 54.65	120,897	D	
Common Stock	04/27/2005	S	7,800	D	\$ 54.66	113,097	D	
Common Stock	04/27/2005	S	1,200	D	\$ 54.67	111,897	D	
Common Stock	04/27/2005	S	8,600	D	\$ 54.68	103,297	D	
Common Stock	04/27/2005	S	900	D	\$ 54.69	102,397	D	
Common Stock	04/27/2005	S	26,300	D	\$ 54.7	76,097	D	
Common Stock	04/27/2005	S	500	D	\$ 54.74	75,597	D	
Common Stock						1,906	I	By 401(k)

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 35.8168	04/27/2005		M		37,500	02/08/2001 02/08/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.9166	04/27/2005		M		30,000	02/03/2002 02/03/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 54.73	04/27/2005		A ⁽¹⁾		21,025	⁽²⁾ 01/27/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAZEN SAMUEL N ONE PARK PLAZA NASHVILLE, TN 37203			President-Western Group	

Signatures

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

04/28/2005

__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) Right to buy pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights.
 - (2) 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. 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.