

HCA INC/TN
Form 4
November 21, 2006

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

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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 *
SHALLCROSS RICHARD J

(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)
05/13/2006

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)
CFO - 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/13/2006 | | F ⁽¹⁾ | 1,323 D | \$ 43.41 | 52,939 | D |
| Common Stock | 09/30/2006 | | A ⁽²⁾ | 379 A | \$ 0 | 53,318 | D |
| Common Stock | 11/17/2006 | | D | 53,318 D | \$ 51 ⁽³⁾ | 0 | D |

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

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number.

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 | |
| Non-Qualified Stock Option (right to buy) | \$ 26.8031 | 11/17/2006 | | D | 50,000 | 11/03/2002 | 11/03/2007 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 35.6 | 11/17/2006 | | D | 12,000 | <u>(5)</u> | 03/22/2011 | Common Stock | 12,000 |
| Non-Qualified Stock Option (right to buy) | \$ 44.26 | 11/17/2006 | | D | 50,000 | <u>(7)</u> | 08/09/2011 | Common Stock | 50,000 |
| Non-Qualified Stock Option (right to buy) | \$ 41.84 | 11/17/2006 | | D | 40,000 | <u>(7)</u> | 01/24/2012 | Common Stock | 40,000 |
| Non-Qualified Stock Option (right to buy) | \$ 42.15 | 11/17/2006 | | D | 40,000 | <u>(7)</u> | 01/29/2013 | Common Stock | 40,000 |
| Non-Qualified Stock Option (right to buy) | \$ 45.86 | 11/17/2006 | | D | 45,000 | <u>(7)</u> | 01/29/2014 | Common Stock | 45,000 |
| Non-Qualified Stock Option (right to buy) | \$ 44.74 | 11/17/2006 | | D | 10,025 | <u>(8)</u> | 01/27/2015 | Common Stock | 10,025 |
| Non-Qualified Stock Option (right to buy) | \$ 54.73 | 11/17/2006 | | D | 10,025 | <u>(8)</u> | 01/27/2015 | Common Stock | 10,025 |
| Non-Qualified Stock Option (right to buy) | \$ 49.59 | 11/17/2006 | | D | 10,025 | <u>(8)</u> | 01/27/2015 | Common Stock | 10,025 |
| Non-Qualified Stock Option (right to buy) | \$ 49.9 | 11/17/2006 | | D | 8,325 | <u>(8)</u> | 01/26/2016 | Common Stock | 8,325 |

| | | | | | | | | |
|--|----------|------------|---|--------|-----|------------|--------------|----|
| Non-Qualified Stock Option (right to buy) | \$ 45.08 | 11/17/2006 | D | 8,325 | (8) | 01/26/2016 | Common Stock | 8, |
| Non-Qualified Stock Option (right to buy) | \$ 49.6 | 11/17/2006 | D | 8,325 | (8) | 01/26/2016 | Common Stock | 8, |
| Non-Qualified Stock Option (right to buy) | \$ 50.34 | 11/17/2006 | D | 8,325 | (8) | 01/26/2016 | Common Stock | 8, |
| Non-Qualified Stock Option (right to purchase) | \$ 46.95 | 11/17/2006 | D | 10,025 | (8) | 01/27/2015 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHALLCROSS RICHARD J ONE PARK PLAZA NASHVILLE, TN 37203 | | | CFO - Western Group | |

Signatures

By: /s/ Colleen E. Haley,
Attorney-in-Fact

11/21/2006

**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) Due to an administrative error, this transaction has not been previously reported.
- (2) Ongoing acquisition of common stock from 1/1/2006 to 9/30/2006 under the HCA Employee Stock Purchase Plan and including dividend reinvestment of shares.

Disposed of in connection with the merger of Hercules Acquisition Corporation with and into the issuer, with the issuer as the surviving corporation, effective November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding, LLC, Hercules Acquisition Corporation and the issuer. The shares listed above held by the reporting person were exchanged for an equity interest in the surviving corporation. In connection with the merger, the issuer's common stock was valued at \$51.00 per share.
- (3) This option was cancelled in the merger in exchange for a cash payment equal to the difference between the exercise price of the option and the merger consideration of \$51 per share, multiplied by the number of shares subject to the option.
- (4) The option vests in four equal annual installments beginning on 3/22/02.

This option was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$12.75 for that number of shares so that the difference between \$51.00 and the exercise price of the old option, multiplied by the number shares subject to the old option, is equal to the difference between \$51.00 and \$12.75, multiplied by the number of shares subject to the new option.
- (5) On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the 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.

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- (8) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (9) 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. 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.