HCA INC/TN
Form 3
April 29, 2008

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â MICHELSON MICHAEL W

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/29/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
See Footnotes

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value $0.01 per share	23,373,332	I	See footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership

(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
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,Â NYÂ 10019	Â X	Â	Â	See Footnotes

Signatures

/s/ William J. Janetschek by Power of Attorney for Reporting Person	04/29/2008
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 97.5%, of the common stock of HCA Inc. Hercules Holding II, LLC is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. Each such person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock held by HCA Inc.

(2) However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its or his 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 HCA Inc. Certain affiliates of Kohlberg Kravis Roberts & Co. L.P. indirectly own 23,373,332 shares of common stock of HCA Inc. as follows:

(3) KKR Millennium Fund L.P. ("Millennium Fund") 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 common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of the Millennium Fund, KKR Associates Millennium L.P. may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by the Millennium Fund. As the sole general partner of KKR Associates Millennium L.P., KKR Millennium GP LLC also may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by the Millennium Fund. (continued in footnote (4))

(4) KKR Associates Millennium L.P. and KKR Millennium GP LLC disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. KKR Millennium GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Reinhard Gorenflos, Jacques Garaialde, Michael M. Calbert, Scott C. Nuttall and William J. Janetschek. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR Millennium GP LLC but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(5) KKR 2006 Fund L.P. (the "2006 Fund") 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 common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of the 2006 Fund, KKR Associates 2006 L.P. may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by the 2006 Fund. As the sole general partner of KKR Associates 2006 L.P., KKR 2006 GP LLC may also be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by the 2006 Fund. KKR Associates 2006 L.P. and KKR 2006 GP LLC disclaim beneficial ownership of such securities except to the

extent of their pecuniary interest therein. (continued in footnote (6))

(6) KKR 2006 GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Reinhard Gorenflos, Scott C. Nuttall, Joseph Y. Bae, Brian F. Carroll, John K. Saer, Jr. and William J. Janetschek. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR 2006 GP LLC but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(7) KKR PEI Investments, L.P. ("PEI Investments") directly owns 4,901,961 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Inc. 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 the shares of common stock of HCA Inc. held 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 the shares of common stock of HCA Inc. held by PEI Investments. KKR PEI Associates, L.P. and KKR PEI GP Limited disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. (continued in footnote (8))

(8) Kohlberg Kravis Roberts & Co. L.P., pursuant to a services agreement with KKR PEI GP Limited, may be deemed to share voting and dispositive power with respect to the shares of HCA Inc. held 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 securities. The members of KKR & Co. L.L.C. are Henry R. Kravis, George R. Roberts, 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.

(9) KKR Partners III, L.P. ("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 common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. As the sole general partner of Partners III, KKR III GP LLC may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by Partners III. KKR III GP LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. (continued in footnote (10))

(10) KKR III GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts and the other members of which are the individuals named in notes (4),(6) and (8) above and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR III GP LLC but disclaim beneficial ownership of such shares, except to the extent of their pecuniary interest therein. The other members of KKR III GP LLC disclaim beneficial ownership of any shares beneficially owned by KKR III GP LLC, except to the extent of their pecuniary interest therein.

(11) OPERF Co-Investment LLC ("OPERF Co-Investment") directly owns 196,078 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC. As the sole manager of OPERF Co-Investment, KKR Associates 2006 L.P. may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by OPERF Co-Investment. As the sole general partner of KKR Associates 2006 L.P., KKR 2006 GP LLC may also be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by the 2006 Fund. KKR Associates 2006 L.P. and KKR 2006 GP LLC disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. (continued in footnote (12))

(12) KKR 2006 GP LLC is a limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Reinhard Gorenflos, Scott C. Nuttall, Joseph Y. Bae, Brian F. Carroll, John K. Saer, Jr. and William J. Janetschek. Each of such individuals may be deemed to share voting and dispositive power with respect to any shares beneficially owned by KKR 2006 GP LLC but disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(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 Millennium GP LLC, KKR 2006 GP LLC, KKR PEI GP Limited, KKR III GP LLC and KKR & Co. L.L.C. As a member of the entities listed in the preceding sentence, Mr. Michelson may be deemed to share voting and dispositive power with respect to the shares of common stock held by the Millennium Fund, the 2006 Fund, PEI Investments, Partners III and OPERF Co-Investment. Mr. Michelson disclaims that he is the owner (beneficial or otherwise) of any shares beneficially owned by such entities.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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Explanation of Responses: