

TAVENNER MARILYN B
Form 4
January 31, 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 *
TAVENNER MARILYN B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

ONE PARK PLAZA

President-Outpatient Svcs Grp

(Street)

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

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

NASHVILLE, TN 37203

(City) (State) (Zip)

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	01/27/2005		A	15,000 (1) \$ 0	29,604	D	
Common Stock	01/29/2005		F	1,283 D \$ 44.62	28,321	D	
Common Stock	01/31/2005		M	3,750 (2) A \$ 35.6	32,071	D	
Common Stock	01/31/2005		M	17,500 (2) A \$ 41.84	49,571	D	
Common Stock	01/31/2005		S	21,250 (2) D \$ 45	28,321	D	

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 44.74	01/27/2005		A ⁽³⁾	15,025	<u>(4)</u>		01/27/2015		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.6	01/31/2005		M	3,750 <u>(2)</u>	<u>(5)</u>		03/22/2011		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.84	01/31/2005		M	17,500 <u>(2)</u>	<u>(6)</u>		01/24/2012		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAVENNER MARILYN B ONE PARK PLAZA NASHVILLE, TN 37203			President-Outpatient Svcs Grp	

Signatures

By: /s/ John M. Franck II, Attorney-in-Fact 01/31/2005

__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) Restricted shares granted pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights. One-third of the restricted shares vest on each of January 27, 2008, January 27, 2009 and January 27, 2010.

(2) Transaction effected pursuant to a 10b5-1 Trading Plan adopted by the reporting person on December 13, 2004.

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- (3) Right to buy pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights.
- (4) The options vest in four equal annual installments beginning on January 27, 2006.
- (5) The option vests in four equal annual installments beginning on 3/22/02.
- (6) The options vest in four equal annual installments beginning on 1/24/03.

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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