

HCA INC/TN
Form 4
May 30, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIST THOMAS F JR

(Last) (First) (Middle)

C/O HCA INC., 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)

05/25/2006

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)

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	02/03/2006		G	V 7,500 D \$ 0	5,555,698	D	
Common Stock	05/25/2006		A ⁽¹⁾	1,150 A \$ 0	5,556,848	D	
Common Stock	05/25/2006		A ⁽²⁾	1,668 A \$ 0	5,558,516	D	
Common Stock					20,380	I	By 401(k)
Common Stock					8,130,780	I	By Corporation

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Common Stock	1,533,420	I	By Partnership 1
Common Stock	45,498	I	By Spouse
Common Stock	16,113	I	By Trust 2
Common Stock	86,051	I	By Trust 3
Common Stock	1,477,765	I	By Trust 4

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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 43.49	05/25/2006		A		3,833		<u>(3)</u>	05/25/2016	Common Stock	3,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIST THOMAS F JR C/O HCA INC. ONE PARK PLAZA NASHVILLE, TN 37203		X		

Signatures

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

05/30/2006

__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) Restricted share unit award granted pursuant to the 2005 Equity Incentive Plan. Such units shall vest two years from date of grant.
- (2) Restricted shares granted pursuant to the HCA 2005 Equity Incentive Plan which includes tax withholding rights. The shares vest on the second anniversary of the date of grant.
- (3) The options vest in five equal annual installments beginning on 5/25/2006.

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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