

HCA INC/TN
Form 4
November 21, 2006

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 *
MCARTHUR JOHN H

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/25/2006 | | A | | 1,150 (1) | A | \$ 0 11,244 D |
| Common Stock | 11/17/2006 | | D | | \$ 51 (2) | D | 0 D |

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 39.2 | 11/17/2006 | | D | 6,950 | ⁽³⁾ 05/24/2011 | Common Stock | 6,950 |
| Non-Qualified Stock Option (right to buy) | \$ 32.3 | 11/17/2006 | | D | 2,472 | 07/24/2003 07/24/2013 | Common Stock | 2,472 |
| Non-Qualified Stock Option (right to buy) | \$ 40.14 | 11/17/2006 | | D | 6,229 | ⁽⁵⁾ 06/10/2014 | Common Stock | 6,229 |
| Non-Qualified Stock Option (right to buy) | \$ 43.49 | 11/17/2006 | | D | 3,833 | ⁽⁵⁾ 05/25/2016 | Common Stock | 3,833 |
| Non-Qualified Stock Option (right-to-buy) | \$ 54.68 | 11/17/2006 | | D | 5,715 | ⁽⁵⁾ 06/09/2015 | Common Stock | 5,715 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCARTHUR JOHN H C/O HCA INC. ONE PARK PLAZA NASHVILLE, TN 37203 | X | | | |

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).

Restricted share unit award granted pursuant to the 2005 Equity Incentive Plan. Such units shall vest two years from date of grant. These

- (1) units were included in the initial filing of Mr. McArthur's Form 4 on May 30, 2006, but were inadvertently left out when the filing was amended on July 5, 2006.
- (2) Disposed of in connection with the merger in exchange for the right to receive \$51.00 per share.
- (3) The option vests in five equal annual installments beginning on 5/24/01.
- (4) 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.
- (5) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (6) 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.

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