

SHELTON JAMES D
Form 4
December 02, 2004

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 *
SHELTON JAMES D

2. Issuer Name and Ticker or Trading Symbol
TRIAD HOSPITALS INC [TRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5800 TENNYSON PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

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

Chairman, President, CEO

(Street)
PLANO, TX 75024

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

(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	12/01/2004		M		10,000	A	\$ 9.375
Common Stock	12/01/2004		S ⁽¹⁾		10,000	D	\$ 36.5
Common Stock	12/01/2004		M		191,700	A	\$ 11.5
Common Stock	12/01/2004		S		3,500	D	\$ 36.79
Common Stock	12/01/2004		S		161,700	D	\$ 36.75

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Common Stock	12/01/2004		S	2,100	D	\$ 36.76	275,140	D	
Common Stock	12/01/2004		S	20,400	D	\$ 36.73	254,740	D	
Common Stock	12/01/2004		S	4,000	D	\$ 36.74	250,740	D	
Common Stock in HCA Inc. 1995 Management Stock Purchase Plan							443	D	
Common Stock in HCA Inc. Employee Stock Purchase Plan							104	D	
Common Stock in Triad Retirement Savings Plan ESOP Acct							644	I	By ESOP
Common Stock in Triad Retirement Plan Stock Fund							158	I	By 401(k) Plan

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Security			(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title
			Code	V	(A) (D)			
Non-qualified option (right to buy)	\$ 9.375	12/01/2004	M		10,000	05/26/1999	05/26/2009	Common Stock
Non-qualified option (right to buy)	\$ 11.5	12/01/2004	M		191,700	<u>(2)</u>	06/10/2009 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHELTON JAMES D 5800 TENNYSON PARKWAY PLANO, TX 75024	X		Chairman, President, CEO	

Signatures

Donald P Fay,
Attorney-in-fact
12/02/2004

**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) Sale pursuant to 10b5-1 trading plan.
- (2) The option vests in three installments: 47,100 shares on June 10, 1999, 72,100 shares on June 10, 2000, and 216,300 shares on April 27, 2001.
- (3) The expiration date was erroneously shown as 05/21/2012 in previous filings, and is corrected by this filing.

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.