

HCA INC/TN  
Form 4  
November 21, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SHALLCROSS RICHARD J

(Last) (First) (Middle)  
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)  
05/13/2006

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)  
CFO - Western Group

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |   |
| Common Stock                    | 05/13/2006                           |  | F <sup>(1)</sup>               | 1,323   | D   | \$ 43.41   | 52,939                                     | D |
| Common Stock                    | 09/30/2006                           |  | A <sup>(2)</sup>               | 379   | A   | \$ 0   | 53,318                                     | D |
| Common Stock                    | 11/17/2006                           |  | D                              | 53,318  | D   | \$ 51 <sup>(3)</sup>                                     | 0  | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

**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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 26.8031   | 11/17/2006                           |  | D                              | 50,000  | 11/03/2002   | 11/03/2007  | Common Stock               | 50,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 35.6  | 11/17/2006                           |  | D                              | 12,000  | <u>(5)</u>   | 03/22/2011  | Common Stock               | 12,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 44.26   | 11/17/2006                           |  | D                              | 50,000  | <u>(7)</u>   | 08/09/2011  | Common Stock               | 50,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 41.84   | 11/17/2006                           |  | D                              | 40,000  | <u>(7)</u>   | 01/24/2012  | Common Stock               | 40,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 42.15   | 11/17/2006                           |  | D                              | 40,000  | <u>(7)</u>   | 01/29/2013  | Common Stock               | 40,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 45.86   | 11/17/2006                           |  | D                              | 45,000  | <u>(7)</u>   | 01/29/2014  | Common Stock               | 45,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 44.74   | 11/17/2006                           |  | D                              | 10,025  | <u>(8)</u>   | 01/27/2015  | Common Stock               | 10,025                     |
| Non-Qualified Stock Option (right to buy)  | \$ 54.73   | 11/17/2006                           |  | D                              | 10,025  | <u>(8)</u>   | 01/27/2015  | Common Stock               | 10,025                     |
| Non-Qualified Stock Option (right to buy)  | \$ 49.59   | 11/17/2006                           |  | D                              | 10,025  | <u>(8)</u>   | 01/27/2015  | Common Stock               | 10,025                     |
| Non-Qualified Stock Option (right to buy)  | \$ 49.9  | 11/17/2006                           |  | D                              | 8,325   | <u>(8)</u>   | 01/26/2016  | Common Stock               | 8,325                      |



## Edgar Filing: HCA INC/TN - Form 4

- (8) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (9) 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. 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.