Edgar Filing: HCA INC/TN - Form 4

HCA INC/T	N										
Form 4											
November 21	1,2006										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						-	OMB APPROVAL			
	• • UNIT	ED STATES					NGE (COMMISSION	ONID	3235-0287	
Check thi	is hox		Was	shington	, D.C. 20	549			Number:		
	if no longer				DENIER				Expires:	Expires: January 31	
subject to)	EMENI U	F CHAN		GES IN BENEFICIAL OWNERSH				Estimated average burden hours per		
Section 1 Form 4 or				SECU	CURITIES						
Form 5		pursuant to	Section 1	6(a) of th	o Socuri	ios Ex	chana	ge Act of 1934,	response	0.5	
obligation	ns Section	^					-	f 1935 or Sectio	n		
may cont	inue.) of the In	•	•	- ·			11		
See Instru 1(b).	iction	20(11)) of the m	(estinent	. compu	.j 1100	01 17	10			
1(0).											
(Print or Type F	Responses)										
1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to						
SHAPIRO HAROLD T Symbol				bol				Issuer			
НО			HCA IN	IC/TN [(HCA)]			(Check all applicable)			
(Last) (First) (Middle) 3. Date			3. Date of	Date of Earliest Transaction				(Chief	in un upprover	•)	
(Month/E			/Day/Year)				_X_ Director		Owner		
	NC., ONE PA	RK	11/17/20	006				Officer (give below)	title Othe below)	er (specify	
PLAZA)		
			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mon	th/Day/Yea	r)			Applicable Line)			
								X Form filed by (Form filed by N			
NASHVILL	.E, TN 37203	1						Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Securi	ties Acc	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction	2. Transaction Date 2A. Deeme			1				6. Ownership	7. Nature of	
Security	(Month/Day/Y	<i>(</i>	on Date, if Transaction(A) or Disposed of					Form: Direct			
(Instr. 3)		any (Month	Code (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	Beneficially Owned	•	Beneficial Ownership	
		(111011111	, 2 u j, 1 vui)	(1131, 0) $(1131, 0, -4$ and $3)$			Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
				Code V	/ Amoun	(D)	Price	(msu. 5 and 4)			
Common Stock	11/17/2006			D	13,677	D	\$ 51 (1)	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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 35.6	11/17/2006		D	14,045	(2)	03/22/2011	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 39.2	11/17/2006		D	14,250	(4)	05/24/2011	Common Stock	14
Non-Qualified Stock Option (right to buy)	\$ 32.3	11/17/2006		D	785	07/24/2003	07/24/2013	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 40.14	11/17/2006		D	6,229	(5)	06/10/2014	Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 43.49	11/17/2006		D	3,833	<u>(5)</u>	05/25/2016	Common Stock	3,
Non-Qualified Stock Option (right-to-buy)	\$ 54.68	11/17/2006		D	5,715	<u>(5)</u>	06/09/2015	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
SHAPIRO HAROLD T C/O HCA INC. ONE PARK PLAZA NASHVILLE, TN 37203	Х						
Signatures							
By: /s/ Colleen E. Haley, Attorney-in-Fact		11/21/2006					
<u>**</u> Signature of Reporting Person		D	ate				

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) Disposed of in connection with the merger in exchange for the right to receive \$51.00 per share.
- (2) The option vests in four equal annual installments beginning on 3/22/02.
- (3) 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.
- (4) The option vests in five equal annual installments beginning on 5/24/01.
- (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. 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.