

HCA INC/TN
Form 4
October 31, 2005

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 *
FITZGERALD JAMES A JR

(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)
10/27/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP-Supply Chain Operations

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------|------------------|------------------|---|--|-----|------------------|-----------------|--------------|
| | | | Code | V | (A) | (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 35.6 | 07/13/2005 | J ⁽¹⁾ | V | 1,875 | | ⁽²⁾ | 03/22/2011 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 41.84 | 07/13/2005 | J ⁽¹⁾ | V | 15,000 | | ⁽³⁾ | 01/24/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 42.15 | 07/13/2005 | J ⁽¹⁾ | V | 15,000 | | ⁽⁴⁾ | 01/29/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 45.86 | 07/13/2005 | J ⁽¹⁾ | V | 12,500 | | ⁽⁵⁾ | 01/29/2014 | Common Stock |
| Non-Qualified Stock Option (right to purchase) | \$ 46.95 | 10/27/2005 | A | | 7,500 | | ⁽⁶⁾ | 01/27/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FITZGERALD JAMES A JR ONE PARK PLAZA NASHVILLE, TN 37203 | | | SVP-Supply Chain Operations | |

Signatures

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

10/31/2005

**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) Options transferred to reporting person's ex-wife pursuant to a domestic relations order.
- (2) The option vests in four equal annual installments beginning on 3/22/02.
- (3) The options vest in four equal annual installments beginning on 1/24/03.
- (4) The options vest in four equal annual installments beginning on 1/29/04.
- (5) The options vest in four equal annual installments beginning on 1/29/2005.

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(6) The options vest in four equal annual installments beginning on January 27, 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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