HCA INC/TN Form 4 November 21, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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may continue.

See Instruction

Check this box

if no longer

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

1(b).

Common

Common

Stock

Stock

11/17/2006

11/17/2006

(Print or Type Responses)

WALLACE BEVERLY B Symbol			r Name and Ticker or Trading NC/TN [(HCA)]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) ONE PARK		(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 11/17/2006				DirectorX_ Officer (given	10% ve title Oth	6 Owner er (specify	
							below) Presiden	below) t-Shared Srvcs (Group	
(Street) 4. If Amer			endment, Date Original				6. Individual or Joint/Group Filing(Check			
NASHVILLE, TN 37203			nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned			
		Tabi					• •	•	·	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (D) (Instr. 3,	sposed	of	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)	
Common Stock	11/17/2006		D	2,400	D	<u>(1)</u>	50,576	D		

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

D

D

50,576 D

D

2,904

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<u>(3)</u>

D

Ι

SEC 1474 (9-02)

By 401(k)

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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. Transactio Code (Instr. 8)	5. Number of or 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to purchase)	\$ 46.95	11/17/2006		D	15,025	(8)	01/27/2015	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 37.9166	11/17/2006		D	22,000	02/03/2002	02/03/2007	Common Stock	22
Non-Qualified Stock Option (right to buy)	\$ 35.6	11/17/2006		D	15,000	<u>(5)</u>	03/22/2011	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 41.84	11/17/2006		D	40,000	<u>(7)</u>	01/24/2012	Common Stock	40
Non-Qualified Stock Option (right to buy)	\$ 42.15	11/17/2006		D	60,000	<u>(7)</u>	01/29/2013	Common Stock	60
Non-Qualified Stock Option (right to buy)	\$ 45.86	11/17/2006		D	85,000	<u>(7)</u>	01/29/2014	Common Stock	85
Non-Qualified Stock Option (right to buy)	\$ 44.74	11/17/2006		D	15,025	(8)	01/27/2015	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 54.73	11/17/2006		D	15,025	(8)	01/27/2015	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 49.59	11/17/2006		D	15,025	(8)	01/27/2015	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 49.9	11/17/2006		D	15,000	(8)	01/26/2016	Common Stock	15

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Non-Qualified Stock Option (right to buy)	\$ 45.08	11/17/2006	D	15,000	(8)	01/26/2016	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 49.6	11/17/2006	D	15,000	(8)	01/26/2016	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 50.34	11/17/2006	D	15,000	(8)	01/26/2016	Common Stock	15

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WALLACE BEVERLY B ONE PARK PLAZA NASHVILLE, TN 37203

President-Shared Srvcs Group

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).
- Disposed of in connection with the merger of Hercules Acquisition Corporation with and into the issuer, with the issuer as the surviving corporation, effective November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding, LLC,
- Hercules Acquisition Corporation and the issuer. The shares listed above held by the reporting person were exchanged for an equity interest in the surviving corporation. In connection with the merger, the issuer's common stock was valued at \$51.00 per share.
- (2) Disposed of in connection with the merger in exchange for the right to receive \$51.00 per share.
- (3) All shares held by the HCA 401(k) Plan were disposed of in connection with the merger in exchange for merger consideration of \$51.00 per share, and the participant received cash in the plan equal to his or her pro rata interest in the shares held by the plan.
- (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) The option vests in four equal annual installments beginning on 3/22/02.
- This option was assumed by the surviving corporation in the merger and replaced with a new option with an exercise price of \$12.75 for that number of shares so that the difference between \$51.00 and the exercise price of the old option, multiplied by the number shares subject to the old option, is equal to the difference between \$51.00 and \$12.75, multiplied by the number of shares subject to the new option.
- On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the (7) HCA 2000 Equity Incentive Plan which had exercise prices greater than the closing price of HCA?s common stock on December 14, 2004 of \$40.89 per share, as reported by the New York Stock Exchange.
- (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.

Reporting Owners 3

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