

STEELE JOHN M
Form 4
April 28, 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 *
STEELE JOHN M

2. Issuer Name and Ticker or Trading Symbol
HCA INC/TN [(HCA)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE PARK PLAZA

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2005

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

SVP - Human Resources

(Street)
NASHVILLE, TN 37203

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	04/26/2005		M		7,500	A	\$ 35.8168
Common Stock	04/26/2005		M		7,000	A	\$ 37.9166
Common Stock	04/26/2005		M		50,000	A	\$ 26.8031
Common Stock	04/26/2005		M		26,292	A	\$ 17.116
Common Stock	04/26/2005		M		10,000	A	\$ 35.6
							30,174
							37,174
							87,174
							113,466
							123,466

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Common Stock	04/26/2005	M	10,000	A	\$ 41.84	133,466	D	
Common Stock	04/26/2005	M	7,000	A	\$ 42.15	140,466	D	
Common Stock	04/26/2005	M	8,750	A	\$ 40.72	149,216	D	
Common Stock	04/26/2005	S	10,000	D	\$ 55	139,216	D	
Common Stock	04/26/2005	S	1,000	D	\$ 55.03	138,216	D	
Common Stock	04/26/2005	S	1,800	D	\$ 55.05	136,416	D	
Common Stock	04/26/2005	S	6,000	D	\$ 55.08	130,416	D	
Common Stock	04/26/2005	S	6,700	D	\$ 55.09	123,716	D	
Common Stock	04/26/2005	S	48,500	D	\$ 55.1	75,216	D	
Common Stock	04/26/2005	S	100	D	\$ 55.11	75,116	D	
Common Stock	04/26/2005	S	1,200	D	\$ 55.12	73,916	D	
Common Stock	04/26/2005	S	300	D	\$ 55.13	73,616	D	
Common Stock	04/26/2005	S	6,900	D	\$ 55.14	66,716	D	
Common Stock	04/26/2005	S	14,200	D	\$ 55.15	52,516	D	
Common Stock	04/26/2005	S	6,100	D	\$ 55.16	46,416	D	
Common Stock	04/26/2005	S	500	D	\$ 55.17	45,916	D	
Common Stock	04/26/2005	S	6,900	D	\$ 55.18	39,016	D	
Common Stock	04/26/2005	S	10,600	D	\$ 55.19	28,416	D	
Common Stock	04/26/2005	S	5,742	D	\$ 55.2	22,674	D	
Common Stock						607	I	By 401(k)

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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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 35.8168	04/26/2005		M	7,500	02/08/2001 02/08/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.9166	04/26/2005		M	7,000	02/03/2002 02/03/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.8031	04/26/2005		M	50,000	11/03/2002 11/03/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.116	04/26/2005		M	26,292	03/04/2003 03/04/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.6	04/26/2005		M	10,000	<u>(1)</u> 03/22/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.84	04/26/2005		M	10,000	<u>(2)</u> 01/24/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 42.15	04/26/2005		M	7,000	<u>(2)</u> 01/29/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 40.72	04/26/2005		M	8,750	<u>(2)</u> 11/20/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 54.73	04/27/2005		<u>A</u> ⁽³⁾	7,500	<u>(4)</u> 01/27/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEELE JOHN M ONE PARK PLAZA NASHVILLE, TN 37203			SVP - Human Resources	

Signatures

By: /s/ John M. Franck II, Attorney-in-Fact 04/28/2005

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) The option vests in four equal annual installments beginning on 3/22/02.

On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the

- (2) 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.
- (3) Right to buy pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights.
- (4) The options vest in four equal annual installments beginning on January 27, 2006.

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