

TAVENNER MARILYN B

Form 4

January 31, 2005

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAVENNER MARILYN B

(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)

01/27/2005

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)

President-Outpatient Svcs Grp

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 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	01/27/2005		A	Amount (1) 15,000	(A) or (D) A \$ 0	29,604	D
Common Stock	01/29/2005		F	1,283	D \$ 44.62	28,321	D
Common Stock	01/31/2005		M	3,750 (2)	A \$ 35.6	32,071	D
Common Stock	01/31/2005		M	17,500 (2)	A \$ 41.84	49,571	D
Common Stock	01/31/2005		S	21,250 (2)	D \$ 45	28,321	D

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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 (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)	\$ 44.74	01/27/2005		A <sup>(3)</sup>		15,025		<sup>(4)</sup>	01/27/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.6	01/31/2005		M		3,750 <sup>(2)</sup>		<sup>(5)</sup>	03/22/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 41.84	01/31/2005		M		17,500 <sup>(2)</sup>		<sup>(6)</sup>	01/24/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TAVENNER MARILYN B ONE PARK PLAZA NASHVILLE, TN 37203	President-Outpatient Svcs Grp

## Signatures

By: /s/ John M. Franck II,  
Attorney-in-Fact 01/31/2005

\_\_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) Restricted shares granted pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights. One-third of the restricted shares vest on each of January 27, 2008, January 27, 2009 and January 27, 2010.

(2) Transaction effected pursuant to a 10b5-1 Trading Plan adopted by the reporting person on December 13, 2004.

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- (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.
- (5) The option vests in four equal annual installments beginning on 3/22/02.
- (6) The options vest in four equal annual installments beginning on 1/24/03.

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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