

HCA INC/TN
Form 4
May 04, 2009

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 *
Frist William R

(Last) (First) (Middle)
3100 WEST END AVENUE
(Street)
NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HCA INC/TN [(NONE)]

3. Date of Earliest Transaction (Month/Day/Year)
04/08/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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, par value \$0.01 per share	04/08/2009		G	V 2,540 A \$ 0	1,452,326	I	Held indirectly through Hercules Holding II, LLC <u>(1)</u> <u>(2)</u>
Common Stock, par value \$0.01 per share	04/30/2009		G	V 1,524 D \$ 0	1,450,802	I	Held indirectly through Hercules Holding II, LLC <u>(1)</u> <u>(2)</u>

Common Stock, par value \$0.01 per share	16,089	I	Held indirectly through Hercules Holding II, LLC by spouse and children <u>(1)</u> <u>(2)</u>
Common Stock, par value \$0.01 per share	268,259	I	Held indirectly through Hercules Holding II, LLC by the William R. Frist Family Partnership <u>(1)</u> <u>(3)</u>
Common Stock, par value \$0.01 per share	17,804,125	I	Held indirectly through Hercules Holding II, LLC by Frisco, Inc. <u>(1)</u> <u>(4)</u>
Common Stock, par value \$0.01 per share	17,804,125	I	Held indirectly through Hercules Holding II, LLC by Frisco Partners <u>(1)</u> <u>(4)</u>

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er Follo- wing Repo- sition Trans- fer (Instr.
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frist William R 3100 WEST END AVENUE NASHVILLE, TN 37203	X	X		

Signatures

/s/ John M. Franck II, Attorney-in-Fact for Reporting Person 05/04/2009

__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) Hercules Holding II, LLC holds 91,845,692 shares of the common stock of HCA Inc. Hercules Holding II, LLC has issued one unit per share of HCA Inc. that it owns directly. Hercules Holding II, LLC is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Inc. held by Hercules Holding II, LLC. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of her pecuniary interest therein.
- (2) William R. Frist directly owns 1,450,802 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer by virtue of his membership in Hercules Holding II, LLC. Mr. William R. Frist may also be deemed to have indirect beneficial ownership in respect of 16,089 units of Hercules Holding II, LLC, through an indirect pecuniary interest in such units held by his children and his wife, Jennifer R. Frist, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.
- (3) Mr. William R. Frist may be deemed the beneficial owner of the 268,259 units of Hercules Holding II, LLC held by the William R. Frist Family Partnership, of which his wife, Jennifer R. Frist, serves as trustee, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.
- (4) Mr. William R. Frist may also be deemed to share voting and dispositive power with respect to 17,804,125 shares of the Issuer beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc. and with respect to 17,804,125 shares of the Issuer beneficially owned by Frisco Partners, by virtue of his position as a partner of Frisco Partners. Frisco Inc. and Frisco Partners each have beneficial ownership of 17,804,125 units of Hercules Holding II, LLC, and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

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.