

BOVENDER JACK O JR
Form 4
September 11, 2009

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOVENDER JACK O 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 [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2009

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) Chairman

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/09/2009		M		360,494	A	\$ 12.75
Common Stock	09/09/2009		F		172,154	D	\$ 71.68
Common Stock							22,157
Common Stock							99,625
							D
							I
							I
							I
							By GRAT (1)
							By GRAT (2)
							By GRAT (3)

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 Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	143,058	<u>(4)</u>	01/25/2011	Common Stock	143,058
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	53,882	<u>(5)</u>	01/24/2012	Common Stock	53,882
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	69,411	<u>(5)</u>	01/29/2013	Common Stock	69,411
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	53,751	<u>(5)</u>	01/29/2014	Common Stock	53,751
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	13,113	<u>(6)</u>	01/27/2015	Common Stock	13,113
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	2,953	<u>(6)</u>	01/27/2015	Common Stock	2,953
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	8,483	<u>(6)</u>	01/27/2015	Common Stock	8,483
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	1,919	<u>(6)</u>	01/26/2016	Common Stock	1,919
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	10,330	<u>(6)</u>	01/26/2016	Common Stock	10,330
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	2,443	<u>(6)</u>	01/26/2016	Common Stock	2,443
Non-Qualified Stock Option	\$ 12.75	09/09/2009		M	1,151	<u>(6)</u>	01/26/2016	Common Stock	1,151

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOVENDER JACK O JR
ONE PARK PLAZA
NASHVILLE, TN 37203

X

Chairman

Signatures

/s/ Natalie Harrison Cline,
Attorney-in-Fact

09/11/2009

__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) Shares were contributed to a grantor retained annuity trust on September 9, 2009.

(2) Shares were contributed to a grantor retained annuity trust on March 14, 2008.

(3) Shares were contributed to a grantor retained annuity trust on March 17, 2009.

(4) The option vested in four equal annual installments beginning on January 25, 2002.

On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the
(5) 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.

Immediately before the effective time of the merger of Hercules Acquisition Corporation with and into the issuer on November 17, 2006,
(6) pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding II, LLC, Hercules Acquisition Corporation and the issuer, all unvested options became fully vested and immediately exercisable.

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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