

HCA INC/TN
Form 3
April 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â JOHNSON R MILTON | | (Month/Day/Year) | HCA INC/TN [NONE] | |
| (Last) | (First) | (Middle) | 04/29/2008 | |
| ONE PARK PLAZA | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NASHVILLE,Â TNÂ 37203 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Executive Vice President & CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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| | | | | | | | |
|---|------------------|------------|--------------|-----------------------|-------------------------|---|---|
| Non-Qualified Stock Option (right to buy) | 03/04/2003 | 03/04/2009 | Common Stock | 87,180 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽²⁾ | 03/22/2011 | Common Stock | 6,039 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽³⁾ | 01/24/2012 | Common Stock | 9,579 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽³⁾ | 01/29/2013 | Common Stock | 9,254 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽³⁾ | 01/29/2014 | Common Stock | 8,062 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽³⁾ | 07/22/2014 | Common Stock | 26,013 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/27/2015 | Common Stock | 3,440 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/27/2015 | Common Stock | 775 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/27/2015 | Common Stock | 2,226 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/26/2016 | Common Stock | 521 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/26/2016 | Common Stock | 2,805 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/26/2016 | Common Stock | 663 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁴⁾ | 01/26/2016 | Common Stock | 312 | \$ 12.75 ⁽¹⁾ | D | Â |
| Non-Qualified Stock Option (right to buy) | Â ⁽⁵⁾ | 01/30/2017 | Common Stock | 83,251 | \$ 51 | D | Â |
| Non-Qualified Stock Option (right to buy) | 02/27/2008 | 01/30/2017 | Common Stock | 16,650 ⁽⁶⁾ | \$ 51 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON R MILTON ONE PARK PLAZA NASHVILLE, TN 37203 | Â | Â | Â Executive Vice President & CFO | Â |

Signatures

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

04/29/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This option was assumed by the issuer, as the surviving corporation in the merger of Hercules Acquisition Corporation with and into the issuer, effective November 17, 2006, pursuant to the Merger Agreement dated July 24, 2006 among Hercules Holding II, LLC, Hercules Acquisition corporation and the issuer, and adjusted so that the option would retain the same "spread value" (as defined below) as

- (1) immediately prior to the merger, but the new per share exercise price for the option would be \$12.75. The term "spread value" means the difference between (x) the aggregate fair market value of the common stock (determined using the merger consideration of \$51.00 per share) subject to the outstanding options held by the participant immediately prior to the merger that were assumed by the surviving corporation, and (y) the aggregate exercise price of those options.
- (2) The option vested in four equal annual installments beginning on March 22, 2002.
- (3) On December 16, 2004, HCA announced the acceleration of vesting of all unvested options awarded to employees and officers under the 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.
- (4) Immediately before the effective time of the merger, all unvested options became fully vested and immediately exercisable.
- (5) The option vests in five equal annual installments beginning on January 30, 2008.

On January 30, 2007, the reporting person was granted an option to purchase 83,251 shares of common stock. The option vests in equal increments of 20% at the end of fiscal years 2007, 2008, 2009, 2010 and 2011 if certain annual EBITDA performance targets are achieved, subject to "catch up" vesting if at the end of any year noted above or at the end of fiscal year 2012, the cumulative total EBITDA earned in all prior years exceeds the cumulative EBITDA target at the end of such fiscal year). The EBITDA performance criteria for 2007 was met, resulting in vesting of the option as to 16,650 shares.

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.