ELTON ROSALYN S

Form 4

January 04, 2005

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and A	Address of Repo DSALYN S	rting Person *	2. Issuer Nam Symbol HCA INC/T	e and Ticker or Trading N [(HCA)]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)		3. Date of Earli	est Transaction	(Check all applicable)				
ONE PARK PLAZA		(Month/Day/Ye 01/01/2005	ar)	Director 10% Owner _X_ Officer (give title Other (specify below) SVP-Operations Finance					
(Street) NASHVILLE, TN 37203			4. If Amendme	nt, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
			Filed(Month/Day	/Year)					
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Ac	quired, Disposed o	of, or Ben	neficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6.	7. Nature		

	(City)	(State) (Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
Sec	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)	(msu. 4)		
	ommon ock	12/31/2004		J <u>(1)</u>	V	413	A	\$0	34,522	D		
	ommon ock	01/01/2005		A(2)		839	A	\$ 0	35,361	D		
	ommon ock	01/01/2005		F		213	D	\$ 39.96	35,148	D		
	ommon ock								295 (3)	I	By 401(k)	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	Date		umber		
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ELTON ROSALYN S ONE PARK PLAZA NASHVILLE, TN 37203

SVP-Operations Finance

Signatures

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

01/04/2005

**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).
- Ongoing acquisition of common stock from 1/1/2004 to 12/31/2004 under the HCA Employee Stock Purchase Plan and including **(1)** dividend reinvestment of shares.
- Pursuant to the HCA 1995 Management Stock Purchase Plan, which includes tax withholding rights, shares acquired at a 25% discount **(2)** (\$29.08) and subject to the terms and conditions of the Plan.
- Between January 1 and September 30, 2004, the reporting person acquired 3 shares of HCA common stock under the HCA 401(k) Plan. Plan share amounts reflected are an estimate based on unit accounting and a 9/30/2004 value of \$38.15 per share.

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.

Reporting Owners 2