ANDERSON DAVID GWIN

Form 4

February 27, 2009

FORM 4

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

OMB Number:

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3235-0287

OMB APPROVAL

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to

Expires:

January 31, 2005 Estimated average

0.5

Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANDERSON DAVID GWIN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Security

(Instr. 3)

(First)

(Street)

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

HCA INC/TN [NONE] 3. Date of Earliest Transaction

(Check all applicable)

ONE PARK PLAZA

(Month/Day/Year) 02/25/2009

Filed(Month/Day/Year)

X_ Officer (give title below)

Other (specify

SVP - Finance and Treasurer

10% Owner

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Director

Applicable Line) _X_ Form filed by One Reporting Person

NASHVILLE, TN 37203

Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Securities Security or Exercise any Code (Month/Day/Year)

(Instr. 3 and 4)

Underlying Securit

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Price of (Month/Day/Year) (Instr. 8) Acquired (Instr. 3) Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Exercisable Date

Non-Qualified

Common 02/25/2009 01/30/2017 **Stock Option** \$ 51 02/25/2009 A 5,328 Stock (right to buy)

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

ANDERSON DAVID GWIN ONE PARK PLAZA NASHVILLE, TN 37203

SVP - Finance and Treasurer

Amo

5,3

or Num of Shar

Signatures

/s/ Natalie Harrison Cline, 02/27/2009 Attorney-in-Fact

> **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).

On January 30, 2007, the reporting person was granted an option to purchase 26,640 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, such that, options that were eligible to vest but failed to vest at the end of any year noted above will vest if at the end of any subsequent year 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 2008 was met, resulting in vesting of the option as to 5,328 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.

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