STEAKLEY JOSEPH N

Form 4

January 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

Stock

Stock

Common

Common

(Print or Type Responses)

1. Name and A	S	2. Issuer Name and Ticker or Trading Symbol HCA INC/TN [(HCA)]					5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
·								Director	109	% Owner	
ONE PARK PLAZA			(Month/Day/Year) 01/26/2006					Officer (give title Other (specify below) SVP - Internal Audit			
	4	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	F	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
NASHVILL											
(City)											
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution		n Date, if TransactionAcquired (A) Code Disposed of (Day/Year) (Instr. 8) (Instr. 3, 4 ar (A)			l (A) of (D) 4 and (A) or)) 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	01/26/2006			$A_{\underline{(1)}}$	6,300	(D)	Price \$ 0	48,589	D		
Common								109	I	By 401(k)	

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

By

Daughter

By Son

Ι

Ι

1,200

1,200

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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 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. Transactic Code (Instr. 8)	5. Number on 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 Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 49.9	01/26/2006		A(2)	6,275	(3)	01/26/2016	Common Stock	6,27

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEAKLEY JOSEPH N ONE PARK PLAZA NASHVILLE, TN 37203

SVP - Internal Audit

Signatures

By: /s/ Colleen E. Haley, Attorney-in-Fact

01/30/2006

Date

**Signature of Reporting Person

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) Restricted shares granted pursuant to the HCA 2005 Equity Incentive Plan which includes tax withholding rights. One-fifth of the restricted shares vest on each of the first, second, third, fourth and fifth anniversary of the date of grant (1/26/06).
- (2) Right to buy pursuant to the HCA 2005 Equity Incentive Plan which includes tax withholding rights.
- (3) The options vest in four equal annual installments beginning on January 26, 2007.

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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