Edgar Filing: WATERMAN ROBERT A - Form 4

	N ROBERT A											
Form 4 January 04, 2	2005											
FORM										OMB AF	PROVAL	
Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o Form 5	s box er STATEMENT OF CHANGES IN BENEFICIAL OWN 5. SECURITIES									Expires: Estimated a burden hour response		
obligation may cont <i>See</i> Instru 1(b).	inue. Section 17(a	a) of the l		ility H	Iold	ing Con	ipany	Act of	1935 or Section	1		
(Print or Type F	Responses)											
			2. Issuer Name and Ticker or Trading Symbol HCA INC/TN [(HCA)]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	/liddle)	3. Date of Earliest Transaction						(Check all applicable)			
ONE PARK PLAZA			(Month/Day/Year) 01/01/2005						Director 10% Owner X_ Officer (give title Other (specify below) below) SVP and General Counsel			
				amendment, Date Original Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NASHVILL	E, TN 37203								Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
0				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/31/2004			J <u>(1)</u>	V	663	А	\$0	62,542	D		
Common Stock	01/01/2005			A <u>(2)</u>		3,168	А	\$0	65,710	D		
Common Stock	01/01/2005			F		871	D	\$ 39.96	64,839	D		
Common Stock									108	Ι	By 401(k)	

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo
				Disposed						Trans
				of (D) (Instr. 3,						(Instr
				4, and 5)						
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WATERMAN ROBERT A ONE PARK PLAZA NASHVILLE, TN 37203			SVP and General Counsel					
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).
- (1) Ongoing acquisition of common stock from 1/1/2004 to 12/31/2004 under the HCA Employee Stock Purchase Plan and including dividend reinvestment of shares.
- (2) Pursuant to the HCA 1995 Management Stock Purchase Plan, which includes tax withholding rights, shares acquired at a 25% discount (\$29.08) and subject to the terms and conditions of the Plan.

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.