

HCA INC/TN
Form 3
January 09, 2009

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 BANK OF AMERICA CORP /DE/		(Month/Day/Year)	HCA INC/TN [NONE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
BANK OF AMERICA CORPORATE CENTER,Â 100 N TRYON ST			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
CHARLOTTE,Â NCÂ 28255			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

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)
Common stock, par value \$0.01 per share	23,373,333	I	See footnotes. <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(5)</u>
Common stock, par value \$0.01 per share	980,392	I	See footnotes. <u>(1)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

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)

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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	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANK OF AMERICA CORP /DE/ BANK OF AMERICA CORPORATE CENTER 100 N TRYON ST CHARLOTTE, NC 28255	X	X		

Signatures

/s/ Charles F. Bowman, Senior Vice
President 01/09/2009

__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).

Bank of America Corporation ("Bank of America"), through its affiliates, ML Global Private Equity Fund, L.P., ML HCA Co-Invest, LP and Merrill Lynch Ventures L.P. 2001, is an indirect beneficial owner of 23,373,333 shares of the common stock of HCA, Inc. The (1) indirect interest in the reported securities was obtained pursuant to an Agreement and Plan of Merger, dated as of September 15, 2008 (the "Merger Agreement") whereby a wholly owned subsidiary of Bank of America merged with and into Merrill Lynch & Co., Inc. ("Merrill Lynch"). Merrill Lynch is now a wholly owned subsidiary of Bank of America.

The shares of the common stock of HCA, Inc. are held indirectly through its affiliates as follows: ML Global Private Equity Fund, L.P. directly owns 21,145,716 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC.; ML HCA Co-Invest, LP directly owns 1,247,225 (2) units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC; and Merrill Lynch Ventures L.P. 2001 directly owns 980,392 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Inc. by virtue of its membership in Hercules Holding II, LLC.

The shares of the common stock of HCA, Inc. are held indirectly through its subsidiary as follows: Banc of America Capital Investors, L.P. directly owns 980,392 units of Hercules Holding II, LLC and therefore may be deemed to own indirectly the same number of shares (3) of common stock of HCA Inc. by virtue of its membership in Hercules Holding II. In addition, Bank of America owns an approximate 1% interest in Hercules Holdings II, LLC.

Hercules Holding II, LLC holds 91,845,692 shares, or 97.3%, of the common stock of HCA Inc. Hercules Holding II, LLC is held by a private investor group, including affiliates of Bain Capital Investors, LLC, Kohlberg Kravis Roberts & Co. L.P. and Merrill Lynch Global (4) Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. Bank of America, through its affiliates, may be deemed to be a member of a group exercising voting and investment control over the shares of common stock held by HCA Inc. Continued in footnote (5).

Continued from footnote (4). However, Bank of America disclaims membership in any such group and disclaims beneficial ownership of (5) these securities, except to the extent of its or his pecuniary interest therein. ML Global Private Equity Fund, L.P. and its affiliates collectively have the right under Hercules Holding II, LLC's limited liability company agreement to nominate up to three directors of HCA Inc. Each of Bank of America and its affiliates disclaims that it is a director of HCA Inc.

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The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or (6) otherwise, Bank of America is the beneficial owner of the securities covered by this statement except to the extent of its pecuniary interest therein.

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.