FRIST THOMAS F JR
Form 4
May 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIST THOMAS F JR

(Last) (First) (Middle)

3100 WEST END AVENUE

(Street)

NASHVILLE, TN 37203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HCA INC/TN [(NONE)]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	04/08/2009		G	V	7,620	D	$ 0	15,756	I	Held indirectly through Hercules Holding II, LLC (1) (2)
Common Stock, par value $0.01 per share	04/29/2009		P		16,123	A	$ 51.17	2,479,891	I	Held indirectly through Hercules Holding II, LLC by the

				Thomas F. Frist, Jr. 2009 GRAT (1) (3)
Common Stock, par value $0.01 per share		15,756	I	Held indirectly through Hercules Holding II, LLC (1) (2)
Common Stock, par value $0.01 per share		633,360	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist, Jr. 2008 GRAT (1) (3)
Common Stock, par value $0.01 per share		16,113	I	Held indirectly through Hercules Holding II, LLC by the Thomas F. Frist GST Tax Exempt Trust (1) (3)
Common Stock, par value $0.01 per share		45,948	I	Held indirectly through Hercules Holding II, LLC by Patricia C. Frist (1) (2)
Common Stock, par value $0.01 per share		17,804,125	I	Held indirectly through Hercules Holding II,

				LLC by Frisco, Inc. (1) (4)
Common Stock, par value $0.01 per share		17,804,125	I	Held indirectly through Hercules Holding II, LLC by Frisco Partners (1) (4)

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)

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. Transaction Code (Instr. 8)		5. Number of 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 of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
FRIST THOMAS F JR 3100 WEST END AVENUE NASHVILLE, TN 37203		X		

Signatures

/s/ John M. Franck II, Attorney-in-Fact for Reporting Person	05/01/2009
**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) Hercules Holding II, LLC holds 91,845,692 shares of the common stock of HCA Inc. Hercules Holding II, LLC has issued one unit per share of HCA Inc. that it owns directly. 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 Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. The Reporting Person may be deemed to be a member of a group exercising voting and investment control over the shares of common stock of HCA Inc. held by Hercules Holding II, LLC. However, the Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(2) Dr. Thomas F. Frist, Jr. ("Dr. Frist") directly owns 15,756 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 his membership in Hercules Holding II, LLC. Dr. Frist may also be deemed to have indirect beneficial ownership in respect of 45,498 units of Hercules Holding II, LLC, through an indirect pecuniary interest in such units held by his wife, Patricia C. Frist, and therefore may be deemed to own indirectly the same number of shares of common stock of HCA Inc.

(3) Dr. Frist is the trustee of (i) the Thomas F. Frist, Jr. 2009 Grantor Retained Annuity Trust, (ii) the Thomas F. Frist, Jr. 2008 Grantor Retained Annuity Trust, and (iii) the Thomas F. Frist GST Tax Exempt Trust and may be deemed to be the beneficial owner of the 2,479,891 units of Hercules Holding II, LLC held by the Thomas F. Frist, Jr. 2009 Grantor Retained Annuity Trust, the 633,360 units of Hercules Holding II, LLC held by the Thomas F. Frist, Jr. 2008 Grantor Retained Annuity Trust, and the 16,113 units of Hercules Holding II, LLC held by the Thomas F. Frist GST Tax Exempt Trust and therefore may be deemed to own indirectly the same number of shares of common stock of the Issuer.

(4) Dr. Frist may also be deemed to share voting and dispositive power with respect to 17,804,125 shares of HCA Inc. beneficially owned by Frisco, Inc., by virtue of his position as a director of Frisco, Inc. and with respect to 17,804,125 shares of HCA Inc. beneficially owned by Frisco Partners, by virtue of his position as a partner of Frisco Partners. Frisco Inc. and Frisco Partners each have beneficial ownership of 17,804,125 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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