ELTON ROSALYN S

Check this box

if no longer

subject to

Section 16.

Form 4

January 31, 2005

FORM 4

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

OMB 32

Number: 3235-0287

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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
30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ELTON ROSALYN S			Symbol	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 Transact (Month/Day/Year)					(Check all applicable) Director 10% Owner				
ONE PARK PLAZA			01/27/2005					X Officer (give title Other (specify below) SVP-Operations Finance				
(Street)				endment, Danienth/Day/Yea		.1		6. Individual or Jo Applicable Line) _X_ Form filed by	•			
NASHVILL							Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)			
Common Stock	01/27/2005			A A	5,000 (1)	A	Price \$ 0	40,148	D			
Common Stock	01/29/2005			F	486	D	\$ 44.62	39,662	D			
Common Stock								296 (2)	I	By 401(k)		

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

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number.

5. Number

6. Date Exercisable and

7. Title and Amount

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

3. Transaction Date 3A. Deemed

Derivative Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Underlying Securitie (Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
St	on-Qualified tock Option	\$ 44.74	01/27/2005		A(3)		5,000		<u>(4)</u>	01/27/2015	Common Stock	5,00

Reporting Owners

2.

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ELTON ROSALYN S ONE PARK PLAZA NASHVILLE, TN 37203

SVP-Operations Finance

Signatures

1. Title of

By: /s/ John M. Franck II, Attorney-in-Fact

01/31/2005

**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) Restricted shares granted pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights. One-third of the restricted shares vest on each of January 27, 2008, January 27, 2009 and January 27, 2010.
- (2) Between October 1 and December 31, 2004, the reporting person acquired 1 share of HCA common stock under the HCA 401(k) Plan. Plan share amounts reflected are an estimate based on unit accounting and a December 31, 2004 value of \$39.96 per share.
- (3) Right to buy pursuant to the HCA 2000 Equity Incentive Plan which includes tax withholding rights.
- (4) The options vest in four equal annual installments beginning on January 27, 2006.

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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