

Merrill Lynch GP, Inc.
Form 3
April 29, 2008

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 | |
| MERRILL LYNCH & CO INC | | | (Month/Day/Year) | HCA INC/TN [HCA INC.] | |
| (Last) | (First) | (Middle) | 04/29/2008 | | |
| 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| 4 WORLD FINANCIAL CENTER | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| NEW YORK, NY 10080 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 | 21,145,716 | I | Held through Hercules Holding II, LLC and ML Global Private Equity Fund, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u> |
| Common stock, par value \$0.01 per share | 1,247,225 | I | Held through Hercules Holding II, LLC and ML HCA Co-Invest, LP <u>(1)</u> <u>(2)</u> <u>(4)</u> <u>(6)</u> |
| Common stock, par value \$0.01 per share | 980,392 | I | Held through Hercules Holding II, LLC and Merrill Lynch Ventures, L.P. 2001 <u>(1)</u> <u>(2)</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)

| 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 |
| MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| ML Global Private Equity Fund, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ X | ^ X | ^ | ^ |
| ML Hca Co-Invest LP 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ X | ^ X | ^ | ^ |
| ML HCA Co-Invest Ltd 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| Merrill Lynch Ventures LP 2001 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ X | ^ X | ^ | ^ |
| MERRILL LYNCH VENTURES LLC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| MLGPE Ltd. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| ML Global Private Equity Partners, L.P. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |
| Merrill Lynch GP, Inc. 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080 | ^ | ^ X | ^ | ^ |

Merrill Lynch Group, Inc.
4 WORLD FINANCIAL CENTER
NEW YORK, NY 10080

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Signatures

/s/ Frank J. Marinaro by Power of Attorney for Reporting Person

04/29/2008

__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).

(1) Hercules Holding II, LLC holds 91,845,692 shares, or 97.5%, 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 Private Equity, and affiliates of HCA, Inc. founder Dr. Thomas F. Frist, Jr. Each of the Reporting Persons 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 (2))

(2) However, each Reporting Person disclaims membership in any such group and disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein. ML Global Private Equity Fund, L.P. ("Global Private Equity Fund") 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 Global Private Equity Fund and its affiliates disclaims that it is a director of HCA Inc.

(3) Global Private Equity Fund 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. As the sole general partner of Global Private Equity Fund, MLGPE Ltd. may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by Global Private Equity Fund. MLGPE Ltd. is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each such person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(4) ML HCA Co-Invest, LP directly owns 1,247,225 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 general partner of ML HCA Co-Invest, LP is ML HCA Co-Invest, Ltd. ML HCA Co-Invest, Ltd. is a wholly-owned subsidiary of ML Global Private Equity Fund, L.P. The sole general partner of Global Private Equity Fund is MLGPE Ltd, a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each such person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(5) Merrill Lynch Ventures L.P. 2001 ("Ventures") 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. As the sole general partner of Ventures, Merrill Lynch Ventures, LLC may be deemed to share voting and dispositive power with respect to the shares of common stock of HCA Inc. held by Ventures. Merrill Lynch Ventures is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of Merrill Lynch & Co., Inc. Each such person disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

(6) 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 otherwise, any of the Reporting Persons is the beneficial owner of all such equity securities covered by this statement.

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Remarks:

Exhibit 24 - Powers of Attorney.

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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