

SHELTON JAMES D
 Form 4
 December 02, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SHELTON JAMES D

(Last) (First) (Middle)

5800 TENNYSON PARKWAY

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TRIAD HOSPITALS INC [TRI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President, CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price | | |
| Common Stock | 12/01/2004 | | M | | 10,000 A \$ 9.375 | 260,740 | D |
| Common Stock | 12/01/2004 | | S ⁽¹⁾ | | 10,000 D \$ 36.5 | 250,740 | D |
| Common Stock | 12/01/2004 | | M | | 191,700 A \$ 11.5 | 442,440 | D |
| Common Stock | 12/01/2004 | | S | | 3,500 D \$ 36.79 | 438,940 | D |
| Common Stock | 12/01/2004 | | S | | 161,700 D \$ 36.75 | 277,240 | D |

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| | | | | | | | | | |
|--|------------|--|---|--------|---|----------|---------|---|----------------|
| Common Stock | 12/01/2004 | | S | 2,100 | D | \$ 36.76 | 275,140 | D | |
| Common Stock | 12/01/2004 | | S | 20,400 | D | \$ 36.73 | 254,740 | D | |
| Common Stock | 12/01/2004 | | S | 4,000 | D | \$ 36.74 | 250,740 | D | |
| Common Stock in HCA Inc. 1995 Management Stock Purchase Plan | | | | | | | 443 | D | |
| Common Stock in HCA Inc. Employee Stock Purchase Plan | | | | | | | 104 | D | |
| Common Stock in Triad Retirement Savings Plan ESOP Acct | | | | | | | 644 | I | By ESOP |
| Common Stock in Triad Retirement Plan Stock Fund | | | | | | | 158 | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|

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| Security | | | (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title |
|-------------------------------------|----------|------------|----------------------|---|---------|------------------|---------------------------|--------------|
| | | | Code | V | (A) (D) | | | |
| Non-qualified option (right to buy) | \$ 9.375 | 12/01/2004 | M | | 10,000 | 05/26/1999 | 05/26/2009 | Common Stock |
| Non-qualified option (right to buy) | \$ 11.5 | 12/01/2004 | M | | 191,700 | <u>(2)</u> | 06/10/2009 ⁽³⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHELTON JAMES D 5800 TENNYSON PARKWAY PLANO, TX 75024 | X | | Chairman, President, CEO | |

Signatures

| | |
|---|------------|
| Donald P Fay, Attorney-in-fact | 12/02/2004 |
| <u> </u> **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) Sale pursuant to 10b5-1 trading plan.
- (2) The option vests in three installments: 47,100 shares on June 10, 1999, 72,100 shares on June 10, 2000, and 216,300 shares on April 27, 2001.
- (3) The expiration date was erroneously shown as 05/21/2012 in previous filings, and is corrected by this filing.

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