

ADAMS W ANDREW
Form 4
March 05, 2009

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 *
ADAMS W ANDREW

2. Issuer Name and Ticker or Trading Symbol
NATIONAL HEALTHCARE CORP
[NHC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
750 S. CHURCH STREET, SUITE B
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2009

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

MURFREESBORO, TN 37130

(City) (State) (Zip)

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

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	(A) or (D)	Price
Shares of Common Stock - AdamsMark L.P.	03/03/2009		M		130,500	A	\$ 20.9
Shares of Common Stock - Adams Children's Trust					77,528	I	Trustee
Shares of Common Stock - Adams Family					35,407	I	Trustee

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Foundation II Shares of Common Stock - Adams Grandchildren's Trust	2,307	I	Trustee
Shares of Series A Convertible Preferred Stock - AMK, L.P.	479,682	D	
Shares of Series A Conv Pref Stock - Adams Christian Trust	77,528	I	Trustee
Shares of Series A Conv Pref Stock-Adams Family Found II	35,407	I	Trustee
Shares of Series A Conv Pef Stock-Adams Grandchildrns Trust	2,307	I	Trustee

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

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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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option - "Right to Buy"	\$ 20.9	03/03/2009		M	290,000 (1)	12/29/2004	03/23/2009	Common Stock	290,000

Option to Purchase Common Stock	\$ 32.01	05/03/2005	05/02/2010	Common Stock	15,000
Option to Purchase Common Stock	\$ 44.25	05/03/2006	05/02/2011	Common Stock	15,000
Option to Purchase Common Stock	\$ 52.5	04/24/2007	04/23/2012	Common Stock	15,000
Option to Purchase Common Stock	\$ 51.5	05/01/2008	05/01/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS W ANDREW 750 S. CHURCH STREET, SUITE B MURFREESBORO, TN 37130			X	

Signatures

W. Andrew Adams 03/05/2009

**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) 159,500 shares were distributed pursuant to a Marital Dissolution Agreement to The Adams Group L.P. The reporting person no longer has a reportable interest in The Adams Group L.P. as a result of the Marital Dissolution Agreement.

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.