

ADAMS W ANDREW  
Form 4  
January 31, 2019

**FORM 4**

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

OMB APPROVAL

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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 HEALTH INVESTORS INC [NHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2019

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

222 ROBERT ROSE DRIVE

(Street)

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

MURFREESBORO, TN 37129

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common Stock                    | 01/29/2019                           |  | M                              |   | 15,000  | A  |                                   |
|                                 |                                      |  |                                |   | \$ 61.31  |  |                                   |
| Common Stock                    | 01/29/2019                           |  | F                              |   | 11,322  | D  |                                   |
|                                 |                                      |  |                                |   | \$ 81.23  |  |                                   |
| Common Stock - held by Spouse   |                                      |  |                                |   | 11,707  | I  | Common Stock held by Spouse       |
| Common Stock By Adams Family    |                                      |  |                                |   | 222,307   | I  | Trustee                           |

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|   |         |   |         |
|---|---------|---|---------|
| Foundation II   |         |   |         |
| Common Stock<br>By Amk, L.p.                              | 732,784 | D |         |
| Common Stock<br>by EMA, L.P.                              | 341,802 | I | Trustee |
| Common Stock<br>by JMA<br>Grandchildren's<br>Trust        | 12,635  | I | Trustee |
| Common Stock<br>By Springland<br>Ventures, L.p.           | 44,000  | D |         |
| Common Stock<br>by W. Andrew<br>Adams Exempt<br>Trust     | 7,411   | D |         |
| Common Stock<br>by W. Andrew<br>Adams Non<br>Exempt Trust | 34,140  | D |         |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |        |
| Stock<br>Options<br>(Right to<br>Buy)<br>2-25-14    | \$ 61.31   | 01/29/2019                              |   | M                                    | 15,000   | 02/25/2014   | 02/25/2019  | Common<br>Stock                     | 15,000 |
|   | \$ 74.78   |   |   |                                      |  | 02/22/2017   | 02/22/2022  |                                     | 20,000 |

|  |          |            |            |                 |        |
|--|----------|------------|------------|-----------------|--------|
| Stock<br>Option<br>Grant -<br>2-22-17            |          |            |            | Common<br>Stock |        |
| Stock<br>Options<br>(Right to<br>Buy)            | \$ 72.11 | 02/20/2015 | 02/20/2020 | Common<br>Stock | 20,000 |
| Stock<br>Options<br>(Right to<br>Buy)            | \$ 60.52 | 02/22/2016 | 02/22/2021 | Common<br>Stock | 20,000 |
| Stock<br>Options<br>(Right to<br>Buy)<br>2-20-18 | \$ 64.33 | 02/20/2018 | 02/20/2023 | Common<br>Stock | 20,000 |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ADAMS W ANDREW<br>222 ROBERT ROSE DRIVE<br>MURFREESBORO, TN 37129 |               |           | X       |       |

## Signatures

/s/W. Andrew  
Adams

01/30/2019

\_\_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).

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.