

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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  |
| Shares of Common Stock - Adams Family           |                                      |  |                                |   |   |  | 35,407  |
|   |                                      |  |                                |   |   | I  | Trustee   |
|   |                                      |  |                                |   |   | I  | Trustee   |

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

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 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<br>(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<br>750 S. CHURCH STREET, SUITE B<br>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.