

ADAMS W ANDREW
Form 4
May 10, 2011

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)
222 ROBERT ROSE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2011

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

MURFREESBORO, TN 37129

(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 Ownership: Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|-----|---------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |
| Shares of Common Stock - AdamsMark L.P. | | | | | 579,610 | | | D | |
| Shares of Common Stock-WAA Exempt Trust | | | | | 1,937 | | | D | |
| Shares of Common Stock - Adams Children's Trust | | | | | 77,528 | | | I | Trustee |

Edgar Filing: ADAMS W ANDREW - Form 4

| | | | |
|---|---------|---|---------|
| Shares of Common Stock - Adams Family Foundation II | 35,407 | I | Trustee |
| 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-WAA Exempt Trust | 3,500 | D | |
| Shares of Series A Conv Pref Stock - Adams Children's 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.

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) |
|---|--|---|---|--------------------------------------|---|--|---|
|---|--|---|---|--------------------------------------|---|--|---|

Edgar Filing: ADAMS W ANDREW - Form 4

| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|--|---------|------------|------|---|---------------------|--------------------|------------|-------------------------------------|--------|
| | | | Code | V | (A) | (D) | | | |
| 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 |
| Option to Purchase Common Stock | \$ 37.7 | | | | | 05/05/2009 | 05/04/2014 | Common Stock | 11,000 |
| Option to Purchase Common Stock | \$ 45.8 | 05/09/2011 | A | | 7,500 <u>(1)</u> | 05/09/2011 | 05/08/2016 | Common Stock | 7,500 |

Reporting Owners

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

Signatures

W. Andrew Adams by Ann S. Benson,
P.O.A. 05/10/2011

__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) This stock option was granted pursuant to the Company's 2010 Omnibus Equity Incentive Plan on May 9, 2011. The grant and exercise of this stock option are exempt from Section 16(b) pursuant to Rule 16b-3(d).

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.