ADAMS W ANDREW
Form 5
February 17, 2009

FORM 5

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ADAMS W ANDREW

(Last) (First) (Middle)

750 S. CHURCH STREET,Â SUITE B

(Street)

MURFREESBORO,Â TNÂ 37130

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Shares of Common Stock - WAA	Â	Â	Â	Â	Â	Â	388	D	Â
Shares of Common Stock - AdamsMark	Â	Â	Â	Â	Â	Â	977,634	D	Â

L.P.								
Shares of Common Stock - Adams Children's Trust	Â	Â	Â	Â	Â	Â	77,528	I	Trustee
Shares of Common Stock - Adams Family Foundation II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
Shares of Common Stock - Adams Grandchilren's Trust	Â	Â	Â	Â	Â	Â	2,307	I	Trustee
Shares of Series A Convertible Preferred Stock - AMK, L.P.	Â	Â	Â	Â	Â	Â	571,754	D	Â
Shares of Series A Conv Pref Stock - Adams Christian Trust	Â	Â	Â	Â	Â	Â	77,528	I	Trustee
Shares of Series A Conv Pref Stock - Adams Family Found II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
Shares of Series A Conv Pref Stock-Adams Grandchildrns Trust	Â	Â	Â	Â	Â	Â	2,307	I	Trustee
Shares of Series A Conv Pref Stock - The Adams Group	Â	Â	Â	Â	Â	Â	339,591	I	Family Partnership
Shares of Series A Conv Pref Stock -	Â	Â	Â	Â	Â	Â	245,177	D	Â

AdamsMark LP									
Shares of Series A Conv Pref Stock -DBA int. in Adams Inv LP	Â	Â	Â	Â	Â	Â	2,317	I	Family Partnership

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	$ 20.9	Â	Â	Â	Â	Â	12/29/2004	03/23/2009	Common Stock	290,000
Option to Purchase Common Stock	$ 32.01	Â	Â	Â	Â	Â	05/03/2005	05/02/2010	Common Stock	15,000
Option to Purchase Common Stock	$ 44.25	Â	Â	Â	Â	Â	05/03/2006	05/02/2011	Common Stock	15,000
Option to Purchase Common Stock	$ 52.5	Â	Â	Â	Â	Â	04/24/2007	04/23/2012	Common Stock	15,000
Option to Purchase Common Stock	$ 51.5	Â	Â	Â	Â	Â	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,Â TNÂ 37130	Â X	Â	Â	Â

Signatures

W. Andrew Adams	02/17/2009
**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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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