

ADAMS W ANDREW
Form 4
August 22, 2011

FORM 4

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).

**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

OMB APPROVAL

OMB
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(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)
08/18/2011

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Shares of Common Stock - AdamsMark L.P.	08/18/2011		P		10,000	A	\$ 32.08	0 ⁽¹⁾	D
Shares of Common Stock - AdamsMark L.P.	08/22/2011		P		10,000	A	\$ 32.12	599,610	D
Shares of Common Stock-WAA Exempt Trust								1,937	D

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Shares of Common Stock - Adams Children's Trust	77,528	I	Trustee
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.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Put Deri Secu
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3)	(Instr. 4)	(Instr. 5)	(Instr. 6)	(Instr. 7)	(Instr. 8)	(Instr. 9)	(Instr. 10)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	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. 08/18/2011

**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) Transaction totaled on the next line.

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

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