ADAMS W ANDREW

Form 4 May 04, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Form 4 or Form 5 obligations

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

response...

5. Relationship of Reporting Person(s) to

Issuer

may continue. See Instruction

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

ADAMS W ANDREW

1. Name and Address of Reporting Person *

			NATIONAI [NHC]	NATIONAL HEALTHCARE CORP			(Check all applicable)			
(Last) (First) (Middle) 222 ROBERT ROSE DRIVE				(Month/Day/Year)			X Director Officer (give to below)	Officer (give title Other (specify		
(Street) MURFREESBORO, TN 37129				Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Person		
	(City)	(State)	(Zip)	Table I -	Non-Deriv	ative Secu	rities Acqu	ired, Disposed of	or Beneficial	ly Owned
	1.Title of Security (Instr. 3) Shares of Common Stock - AdamsMark L.P.	2. Transactic (Month/Day)	/Year) Ex	xecution Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)
	Shares of Common Stock-WAA Exempt Trust							1,937	D	
	Shares of Common Stock - Adams							35,407	I	Trustee

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Family Foundation II								
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 Family Found II					35,407	I	Trustee	
Reminder: Report on a seg	Person informa require	s who respor ation contained to respond as a currently	directly. nd to the colle ed in this form unless the for valid OMB co	n are not rm	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 Conversion or Exercise (Instr. 3) Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Date (Month/Day/Ye	e	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock \$ 51.5					05/01/2008	05/01/2013	Common Stock	15,000

Option to

Purchase

Common

\$ 37.7

Stock

05/05/2009 05/04/2014 Common 7,950

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7.	LOC	ĸ

Option to Purchase Common Stock	\$ 45.8				05/09/2011	05/08/2016	Common Stock	7,500
Option to Purchase Common Stock	\$ 44.8	05/03/2012	A	7,500 (1)	05/03/2012	05/02/2017	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. 05/04/2012

**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) These stock options were granted pursuant to the Company's 2010 Omnibus Equity Incentive Plan on May 3, 2012. The grant and exercise of these stock options 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.

Reporting Owners 3