

ADAMS W ANDREW
Form 4
March 05, 2009

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

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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)

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

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Foundation II

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 - Adams
Christian 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.

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(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	<u>(1)</u>	12/29/2004	03/23/2009	Common Stock	290,0

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 750 S. CHURCH STREET, SUITE B 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.

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