

NATIONAL HEALTHCARE CORP
 Form 5/A
 April 13, 2005

FORM 5

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

OMB APPROVAL

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 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 ROBERT G

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

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

100 VINE ST., SUITE 1400
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/21/2005

6. Individual or Joint/Group Reporting
 (check applicable line)

MURFREESBORO, TN 37130

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)
Shares of Common Stock - SARA				(A) Amount	Price		
				Amount	(D)	Price	
Shares of Common Stock - RAGS	01/21/2005		J	1,273	A	\$ 19.64	0 (1) I Partnership

Shares of Common Stock - RAGS	12/31/2004	Â	G	60,769 (2)	D	\$ 0	0	I	Partnership
Shares of Common Stock - SJR	Â	Â	Â	Â	Â	Â	40,000	I	Partnership

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

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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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option-"Right to Buy"	\$ 20.9	Â	Â	Â	Â Â	02/22/2009 03/23/2009	Common Stock 200.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS ROBERT G 100 VINE ST., SUITE 1400 MURFREESBORO, TN 37130	Â X	Â	Â President & CEO	Â

Signatures

Robert G. Adams 04/13/2005

**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) Total gifted on the next line.
 - (2) Robert G. Adams, General Partner, owned 1% and gifted same to other family partnership.

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Remarks:

J:Â Â RuleÂ 16b-3(c)Â acquisitionÂ forÂ 2004Â PlanÂ Year,Â pursuantÂ toÂ theÂ NHCÂ EmployeeÂ StockÂ PurchaseÂ

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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