

ADAMS W ANDREW  
Form 5/A  
February 26, 2009

**FORM 5**

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

OMB APPROVAL

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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

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)  
12/31/2008

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

750 S. CHURCH STREET, SUITE B

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)  
02/17/2009

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 (A) or Price (D) | 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 - AdamsMark L.P. | 12/23/2008                           |  | J                              | 537,912 D   | \$ 0                       | 440,110  | D  |   |
| Shares of Common                        |                                      |  |                                |   |                            | 77,528   | I  | Trustee   |

Stock - Adams  
Children's  
Trust

Shares of  
Common

|               |   |   |   |   |   |   |        |   |         |
|---------------|---|---|---|---|---|---|--------|---|---------|
| Stock - Adams | Â | Â | Â | Â | Â | Â | 35,407 | I | Trustee |
|---------------|---|---|---|---|---|---|--------|---|---------|

Shares of  
Common

|               |   |   |   |   |   |   |       |   |         |
|---------------|---|---|---|---|---|---|-------|---|---------|
| Stock - Adams | Â | Â | Â | Â | Â | Â | 2,307 | I | Trustee |
|---------------|---|---|---|---|---|---|-------|---|---------|

Shares of  
Series A

|   |            |   |   |         |   |      |         |   |   |
|---|------------|---|---|---------|---|------|---------|---|---|
| Convertible Preferred Stock - AMK, L.P. | 12/23/2008 | Â | J | 337,249 | D | \$ 0 | 479,682 | 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 |
|--------------------------------------|---|---|---|---|---|---|-------|---|---------|

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

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SEC 2270  
(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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|  |          |   |   |   |   | (A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|--|----------|---|---|---|---|---|-----|---------------------|--------------------|-----------------|----------------------------------|
|  |          |   |   |   |   | (A)   | (D) |                     |                    |                 |                                  |
| Option to<br>Purchase<br>Common<br>Stock | \$ 20.9  | ^ | ^ | ^ | ^ | ^   |     | 12/29/2004          | 03/23/2009         | Common<br>Stock | 290,000                          |
| Option to<br>Purchase<br>Common<br>Stock | \$ 32.01 | ^ | ^ | ^ | ^ | ^   |     | 05/03/2005          | 05/02/2010         | Common<br>Stock | 15,000                           |
| Option to<br>Purchase<br>Common<br>Stock | \$ 44.25 | ^ | ^ | ^ | ^ | ^   |     | 05/03/2006          | 05/02/2011         | Common<br>Stock | 15,000                           |
| Option to<br>Purchase<br>Common<br>Stock | \$ 52.5  | ^ | ^ | ^ | ^ | ^   |     | 04/24/2007          | 04/23/2012         | Common<br>Stock | 15,000                           |
| Option to<br>Purchase<br>Common<br>Stock | \$ 51.5  | ^ | ^ | ^ | ^ | ^   |     | 05/01/2008          | 05/01/2013         | Common<br>Stock | 15,000                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ADAMS W ANDREW<br>750 S. CHURCH STREET<br>SUITE B<br>MURFREESBORO, TN 37130 | ^ X           | ^         | ^       | ^     |

## Signatures

W. Andrew  
Adams 02/25/2009

\*\*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).

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### Remarks:

JÂ -Â SharesÂ distributedÂ pursuantÂ toÂ aÂ MaritalÂ DissolutionÂ AgreementÂ toÂ TheÂ AdamsÂ GroupÂ L.P.Â Â Â T

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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