

ADAMS W ANDREW
Form 4
March 05, 2009

FORM 4

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

OMB APPROVAL

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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

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

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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.

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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

