

ADAMS W ANDREW
 Form 5
 February 17, 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)

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)
				(A) Amount	or (D)	Price			
Shares of Common Stock - WAA	^	^	^	^	^	^	388	D	^
Shares of Common Stock - AdamsMark	^	^	^	^	^	^	977,634	D	^

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L.P.										
Shares of Common Stock - Adams Children's Trust	^	^	^	^	^	^	77,528	I	Trustee	
Shares of Common Stock - Adams Family Foundation II	^	^	^	^	^	^	35,407	I	Trustee	
Shares of Common Stock - Adams Grandchildren's Trust	^	^	^	^	^	^	2,307	I	Trustee	
Shares of Series A Convertible Preferred Stock - AMK, L.P.	^	^	^	^	^	^	571,754	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 Pref Stock-Adams Grandchildrns Trust	^	^	^	^	^	^	2,307	I	Trustee	
Shares of Series A Conv Pref Stock - The Adams Group	^	^	^	^	^	^	339,591	I	Family Partnership	
Shares of Series A Conv Pref Stock -	^	^	^	^	^	^	245,177	D	^	

AdamsMark
LPShares of
Series A Conv
Pref Stock
-DBA int. in
Adams Inv LP

^

^

^

^

^

^

2,317

I

Family
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 Securities (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 20.9	^	^	^	^	^	12/29/2004	03/23/2009	Common Stock	290,000
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

W. Andrew
Adams 02/17/2009

__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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