ADAMS ROBERT G

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Stock - RAGS

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99,496

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Form 5

January 21, 2005

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ADAMS ROBERT G Symbol NATIONAL HEALTHCARE CORP (Check all applicable) [NHC] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2004 President 100 VINE ST., SUITE 1400 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) MURFREESBORO, TNÂ 37130 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at Direct (D) Ownership end of or Indirect (Instr. 4) Issuer's (I) Fiscal Year (Instr. 4) (A) (Instr. 3 and 4) Price Amount (D) Shares of Common Â Â 01/21/2005 J 1,273 356,205 D Stock -**SARA** Shares of Common

Partnership

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

1. Title of

to Buy"

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6. Date Exercisable and

SEC 2270 (9-02)

7. Title and Amoun

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	Expiration Dat (Month/Day/Y		Underlying 9 (Instr. 3 and	
n 1					4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Employee Stock Option-"Right	\$ 20.9	Â	Â	Â	Â	02/22/2009	03/23/2009	Common Stock	200,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

3. Transaction Date 3A. Deemed

ADAMS ROBERT G

100 VINE ST., SUITE 1400 \hat{A} X \hat{A} \hat{A} President \hat{A}

MURFREESBORO, TNÂ 37130

Signatures

Robert G. 01/21/2005

**Signature of Date
Reporting Person

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:

J: Rule 16b-3(c) acquisition for 2004 Plan Year, pursuant to the NHC Employee Stock 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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