ADAMS W ANDREW

Form 4

March 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - ---1: - -1-1-)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

NATIONAL HEALTHCARE CORP

Symbol

1(b).

(Print or Type Responses)

ADAMS W ANDREW

			[NHC]	[NHC]				(Check all applicable)				
(Last) (First) (Middle) 750 S. CHURCH STREET, SUITE				(Month/Day/Ye	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2009			_X_ below	_ Director Officer (give title	10% Owner Other (specify below)		
	В											
					iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
	MURFREESBO	ORO, TN 3	7130		-				_X_ 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. Transac (Month/Da	ay/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	or(A) or Disp	curities Acquired r Disposed of (D) . 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Chamas of				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
	Shares of Common Stock - AdamsMark L.P.	03/03/20	009		M	130,500	A	\$ 20.9	570,610	D		
	Shares of Common Stock - Adams Children's Trust	i							77,528	I	Trustee	
	Shares of Common Stock - Adams Family								35,407	I	Trustee	

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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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SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option - "Right to Buy"	\$ 20.9	03/03/2009		M		290,000 (1)	12/29/2004	03/23/2009	Common Stock	290,0

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Option to Purchase Common Stock	\$ 32.01	05/03/2005	05/02/2010	Common Stock	15,00
Option to Purchase Common Stock	\$ 44.25	05/03/2006	05/02/2011	Common Stock	15,00
Option to Purchase Common Stock	\$ 52.5	04/24/2007	04/23/2012	Common Stock	15,00
Option to Purchase Common Stock	\$ 51.5	05/01/2008	05/01/2013	Common Stock	15,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 5	Director	10% Owner	Officer	Other			
ADAMS W ANDREW 750 S. CHURCH STREET, SUITE B MURFREESBORO, TN 37130	X						

Signatures

Reporting Person

W. Andrew
Adams

**Signature of 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) 159,500 shares were distributed pursuant to a Marital Dissolution Agreement to The Adams Group L.P. The reporting person no longer has a reportable interest in The Adams Group L.P. as a result of the Marital Dissolution Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space 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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