ADAMS W ANDREW

Form 4 May 12, 2010

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

Issuer

January 31, 2005

0.5

burden hours per

Estimated average

response...

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

obligations

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

Symbol

may continue. See Instruction

ADAMS W ANDREW

1. Name and Address of Reporting Person *

1(b).

(Print or Type Responses)

			NATIONAL HEALTHCARE CORP [NHC]				RP.	(Check all applicable)			
((Month/Day/Year)				_X Director 10% Owner Other (specify below)			
(Street)			4. If Amendmer	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MURFREESB	ORO, TN	37129						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - N	lon-Deriva	tive Secur	ities A	Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)			2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	l (A) o l of (D))	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)	
Shares of Common Stoci - AdamsMark L.P.	k 05/06/2	2010		A	5,000 (1)	A	\$ 0	575,610	D		
Shares of Common Stoci - Adams Children's True								77,528	I	Trustee	
Shares of Common Stoc - Adams Famil Foundation II								35,407	I	Trustee	

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		Luge	a i illig. ADAIVI	J VV AINL		i Oilli i		
Shares of Common - Adams Grandchil Trust						2,307	I	Trustee
Shares of A Conver Preferred - AMK, L	tible Stock					479,682	D	
Shares of A Conv P. Stock - Ac Christian	ref dams					77,528	I	Trustee
Shares of A Conv P. Stock-Ada Family Fo	ref ams					35,407	I	Trustee
Shares of A Conv Po Stock-Ada Grandchill Trust	ef ams					2,307	I	Trustee
Reminder: R	deport on a sep	arate line for each clas	ss of securities benefi	Person informa require	s who res ation cont d to respo s a curre	or indirectly. spond to the collect ained in this form a ond unless the forn ntly valid OMB con	are not n	SEC 1474 (9-02)
			tive Securities Acquuts, calls, warrants,			Beneficially Owned securities)		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. orNumber of Derivative		und	7. Title and Amour Underlying Securit (Instr. 3 and 4)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ive les led led		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common	\$ 44.25					05/03/2006	05/02/2011	Common Stock	15,000	

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Stock					
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
Option to Purchase Common Stock	\$ 37.7	05/05/2009	05/04/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
·L. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
ADAMS W ANDREW								
222 ROBERT ROSE DRIVE	X							
MURFREESBORO, TN 37129								

Signatures

W. Andrew
Adams

**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).
- (1) These restricted shares were granted pursuant to the Company's 2005 Stock Option Plan on May 6, 2010. The grant of these shares are exempt from Section 16(b) pursuant to Rule 16b-3(d).

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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