

ADAMS W ANDREW  
Form 4  
May 09, 2013

**FORM 4**

**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).

**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)  
222 ROBERT ROSE DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/08/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MURFREESBORO, TN 37129  
(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
|   |                                      |  |                                | Code  | V   | Amount   |   |
| Shares of Common Stock - AdamsMark L.P. |                                      |  |                                |   |   | 602,863  | D   |
| Shares of Common Stock-WAA Exempt Trust |                                      |  |                                |   |   | 1,937  | D   |
| Shares of Common Stock - Adams          |                                      |  |                                |   |   | 35,407   | I Trustee   |

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|   |  |  |  |  |         |   |         |
|---|--|--|--|--|---------|---|---------|
| Family<br>Foundation II   |  |  |  |  |         |   |         |
| Shares of<br>Series A<br>Convertible<br>Preferred<br>Stock - AMK,<br>L.P. |  |  |  |  | 477,375 | D |         |
| Shares of<br>Series A Conv<br>Pref<br>Stock-WAA<br>Exempt Trust           |  |  |  |  | 3,500   | D |         |
| Shares of<br>Series A Conv<br>Pref<br>Stock-Adams<br>Family Found<br>II   |  |  |  |  | 35,407  | I | Trustee |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |       |
|---|--|---|---|--------------------------------------|---|--|---|---|-------|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                     |       |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 37.7  |   |   |                                      |   | 05/05/2009   | 05/04/2014  | Common<br>Stock                           | 7,950 |
| Option to<br>Purchase<br>Common                     | \$ 45.8  |   |   |                                      |   | 05/09/2011   | 05/08/2016  | Common<br>Stock                           | 4,990 |

|                                 |          |            |  |   |                             |            |            |              |  |       |
|---------------------------------|----------|------------|--|---|-----------------------------|------------|------------|--------------|--|-------|
| Stock                           |          |            |  |   |                             |            |            |              |  |       |
| Option to Purchase Common Stock | \$ 44.8  |            |  |   |                             | 05/03/2012 | 05/02/2017 | Common Stock |  | 7,500 |
| Option to Purchase Common Stock | \$ 47.45 | 05/08/2013 |  | A | <u>7,500</u> <sup>(1)</sup> | 05/08/2013 | 05/07/2018 | Common Stock |  | 7,500 |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ADAMS W ANDREW<br>222 ROBERT ROSE DRIVE<br>MURFREESBORO, TN 37129 |               |           | X       |       |

## Signatures

W. Andrew Adams by Ann S. Benson,  
P.O.A. 05/09/2013

                                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 Stock options were granted pursuant to the NHC 2010 Omnibus Equity Incentive Plan on May 8, 2013. The grant and exercise of these stock options 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.

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