

ADAMS W ANDREW
Form 5
February 14, 2011

FORM 5

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
ADAMS W ANDREW

(Last) (First) (Middle)

222 ROBERT ROSE DRIVE

(Street)

MURFREESBORO, TN 37129

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
NATIONAL HEALTHCARE CORP
[NHC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 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)
Shares of Common Stock - AdamsMark L.P.	Â	Â	Â	Â	579,610	D	Â
Shares of Common Stock-WAA Exempt Trust	12/31/2010	Â	W	1,937 A \$ 0	1,937	D	Â

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Shares of Common Stock - Adams Children's Trust	Â	Â	Â	Â	Â	Â	77,528	I	Trustee
Shares of Common Stock - Adams Family Foundation II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
Shares of Common Stock - Adams Grandchildren's Trust	Â	Â	Â	Â	Â	Â	2,307	I	Trustee
Shares of Series A Convertible Preferred Stock - AMK, L.P.	Â	Â	Â	Â	Â	Â	479,682	D	Â
Shares of Series A Conv Pref Stock-WAA Exempt Trust	12/31/2010	Â	W	3,500	A	\$ 0	3,500	D	Â
Shares of Series A Conv Pref Stock - Adams Children's Trust	Â	Â	Â	Â	Â	Â	77,528	I	Trustee
Shares of Series A Conv Pref Stock - Adams Family Found II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
Shares of Series A Conv Pref Stock-Adams Grandchildrns Trust	Â	Â	Â	Â	Â	Â	2,307	I	Trustee

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

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(9-02)

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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	\$ 44.25	Â	Â	Â	Â Â	05/03/2006 05/02/2011	Common Stock 15,000
Option to Purchase Common Stock	\$ 52.5	Â	Â	Â	Â Â	04/24/2007 04/23/2012	Common Stock 15,000
Option to Purchase Common Stock	\$ 51.5	Â	Â	Â	Â Â	05/01/2008 05/01/2013	Common Stock 15,000
Option to Purchase Common Stock	\$ 37.7	Â	Â	Â	Â Â	05/05/2009 05/04/2014	Common Stock 11,000

Reporting Owners

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

Signatures

W. Andrew Adams 02/14/2011

**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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