ADAMS W ANDREW

Form 4

- Adams

Children's Trust

December 29, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **ADAMS W ANDREW** Issuer Symbol NATIONAL HEALTHCARE CORP (Check all applicable) [NHC] _X__ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 222 ROBERT ROSE DRIVE 12/28/2011 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MURFREESBORO, TN 37129 Person (City) (Zip) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 7. Nature of 1. Title of Security 3. 4. Securities Acquired 5. Amount of 6. Execution Date, if Securities (Instr. 3) (Month/Day/Year) Transaction(A) or Disposed of Ownership Indirect Code Beneficially Form: Beneficial (D) Direct (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership or Indirect (Instr. 4) Following Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Shares of Common Stock 3,050 12/28/2011 M 602,660 D (1) - AdamsMark L.P. Shares of Common D 1,937 Stock-WAA **Exempt Trust** Shares of Common Stock I 77,528 Trustee

OMB APPROVAL

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Shares of Common Stock	35,407	I	Trustee			
- Adams Family Foundation II	33,107	1	Trustee			
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-WAA Exempt Trust	3,500	D				
Shares of Series A Conv Pref Stock - Adams Children's 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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(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. Number on Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
					(D)		
					(Instr. 3, 4,		

and 5)

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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	12/28/2011	M	3,050	05/05/2009	05/04/2014	Common Stock	11,000
Option to Purchase Common Stock	\$ 45.8				05/09/2011	05/08/2016	Common Stock	7,500

Reporting Owners

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

Signatures

W. Andrew Adams by Ann S. Benson, P.O.A.

**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 Company's 2005 Stock Option Plan on May 5, 2009. 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. 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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