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NATIONAL HEALTHCARE CORP

Form 4 May 09, 2014

Stock-WAA Exempt Trust

Shares of

Common Stock - Adams

OMB APPROVAL FORM 4 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] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 222 ROBERT ROSE DRIVE 05/08/2014 (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 1. Title of Security 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 7. Nature of 3. 6. Execution Date, if (Instr. 3) (Month/Day/Year) TransactionAcquired (A) or Securities Ownership Indirect Code Beneficially Form: Beneficial Disposed of (D) any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) (Instr. 4) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Shares of Common Stock -610,813 D AdamsMark L.P. Shares of Common

1.937

35,407

D

I

Trustee

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Family Foundatio	n II								
Shares of Series A Convertib Preferred Stock - Al L.P.						477,375	D		
Shares of Series A C Pref Stock-WA Exempt Tr	λA					3,500	D		
Shares of Series A C Pref Stock-Ada Family Fo II	ams					35,407	I	Trustee	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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)	Execution Date, if any	Code	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Date Underlying Se (Month/Day/Year) (Instr. 3 and 4)		Securities	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 45.8					05/09/2011	05/08/2016	Common Stock	4,990
Option to Purchase	\$ 44.8					05/03/2012	05/02/2017	Common Stock	7,500

Common

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Option to Purchase Common Stock	\$ 47.45				05/08/2013	05/07/2018	Common Stock	7,500
Option to Purchase Common Stock	\$ 52.93	05/08/2014	A	7,500 (1)	05/08/2014	05/07/2019	Common Stock	7,500

Reporting Owners

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

Signatures

W. Andrew Adams by Kristina Hulsey, P.O.A.

05/09/2014

**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).
- This stock option was granted pursuant to the Company's 2005 Stock Option Plan on May 8, 2014. The grant and exercise of this stock option 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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