NATIONAL HEALTHCARE CORP

Form 5/A

February 11, 2015

FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer ADAMS W ANDREW Symbol NATIONAL HEALTHCARE CORP (Check all applicable) [NHC] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2014 222 ROBERT ROSE DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) 02/07/2013 MURFREESBORO, TNÂ 37129 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Indirect Security Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or Amount (D) Price Shares of Common Â Â Â Â Â Stock -Â Â 610,813 D AdamsMark L.P. Â Â Â Â Â Â Shares of 1,937 D Common Stock - WAA **Exempt Trust**

OMB APPROVAL

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- JMA									
Shares of Common Stock - Adams Family Foundation II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
Shares of Series A Convertible Preferred Stock - AMK, L.P.	Â	Â	Â	Â	Â	Â	479,682 <u>(1)</u>	D	Â
Shares of Series A Conv Pref Stock-WAA Exempt Trust-JMA	Â	Â	Â	Â	Â	Â	3,500	D	Â
Shares of Series A Conv Pref Stock - Adams Family Found II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.			Persons v contained the form o	SEC 2270 (9-02)					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of 2.	3. Т	Fransaction Date 3A. De	eemed	4.	5.		6. Date Exercisab	ole and	7. Title and Am

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)		e	7. Title and A Underlying S (Instr. 3 and	Securities I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 45.8	Â	Â	Â	Â	05/09/2011	05/08/2016		4,990

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Option to Purchase Common Stock									Common Stock	
Option to Purchase Common Stock	\$ 44.8	Â	Â	Â	Â	Â	05/03/2012	05/02/2017	Common Stock	7,500
Option to Purchase Common Stock	\$ 47.45	Â	Â	Â	Â	Â	05/08/2013	05/07/2018	Common Stock	7,500
Option to Purchase Common Stock	\$ 52.93	Â	Â	Â	Â	Â	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	ÂX	Â	Â	Â				

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) The reported 12/31/2012 transaction of 2,307 disposed preferred shares never occurred; therefore, these shares are added back to the AMK, L.P. total.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 3