

NATIONAL HEALTHCARE CORP
 Form 4
 November 04, 2015

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)
 11/03/2015

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)
Shares of Common Stock - AdamsMark L.P.				(A) or (D) Price	610,813	D	
Shares of Common Stock-WAA Exempt Trust				(A) or (D) Price	1,937	D	
Shares of Common Stock -				(A) or (D) Price	35,407	I	Trustee

Adams
Family
Foundation II

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 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 Security (Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date		Title
Option to Purchase Common Stock	\$ 45.8								05/09/2011	05/08/2016	Common Stock	4,9
Option to Purchase Common Stock	\$ 44.8								05/03/2012	05/02/2017	Common Stock	7,5
Option to Purchase Common Stock	\$ 47.45								05/08/2013	05/07/2018	Common Stock	7,5
Option to Purchase Common Stock	\$ 52.93								05/08/2014	05/07/2019	Common Stock	7,5
Option to Purchase Common Stock	\$ 61.25								05/07/2015	05/06/2020	Common Stock	7,5
Shares of Series A Convertible Preferred Stock -	<u>(1)</u>	11/03/2015		J			479,682		11/01/2007	11/03/2015	Common Stock	116

AMK, L.P.

Shares of
Series A
Conv Pref
Stock -
WAA
Exempt
Trust

(1) 11/03/2015 J 3,500 (2) 11/01/2007 11/03/2015 Common Stock 8

Shares of
Series A
Conv Pref
Stock -
Adams
Family
Found II

(1) 11/03/2015 J 35,407 (2) 11/01/2007 11/03/2015 Common Stock 8,5

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. 11/04/2015

**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) Convertible anytime at a ratio of 0.24204 common shares per 1.0 preferred share.
- (2) The reported securities were called for redemption by the issuer at a price of \$15.79 per share.

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.