

ADAMS W ANDREW
Form 4
November 13, 2018

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)
100 VINE STREET

(Street)

MURFREESBORO, TN 37130

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2018

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

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

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)
				(A) or (D) Code V Amount Price			
Shares of Common Stock - AdamsMark, L.P.					610,813	D	
Shares of Common Stock - my name or my spouse's name					19,990	D	
Shares of Common					1,937	D	

Stock - WAA
Exempt Trust

Shares of
Common
Stock - Adams
Family
Foundation II

35,407 I Trustee

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

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Option to purchase common stock	\$ 52.93	11/08/2018		D ⁽¹⁾		7,500		⁽¹⁾	05/07/2019	Common Stock	7,500
Option to purchase common stock	\$ 52.93	11/08/2018		A ⁽¹⁾	7,500			⁽¹⁾	05/07/2019	Common Stock	7,500
Option to purchase common stock	\$ 61.25	11/08/2018		D ⁽¹⁾		7,500		⁽¹⁾	05/06/2020	Common Stock	7,500
Option to purchase common stock	\$ 61.25	11/08/2018		A ⁽¹⁾	7,500			⁽¹⁾	05/06/2020	Common Stock	7,500
Option to purchase common stock	\$ 62.78	11/08/2018		D ⁽¹⁾		7,500		⁽¹⁾	06/01/2021	Common Stock	7,500

Option to purchase common stock	\$ 62.78	11/08/2018	A ⁽¹⁾	7,500	(1)	06/01/2021	Common Stock	7,500
Option to purchase common stock	\$ 72.94	11/08/2018	D ⁽¹⁾	7,500	(1)	05/08/2022	Common Stock	7,500
Option to purchase common stock	\$ 72.94	11/08/2018	A ⁽¹⁾	7,500	(1)	05/08/2022	Common Stock	7,500
Option to purchase common stock	\$ 61.9	11/08/2018	D ⁽¹⁾	7,500	(1)	05/02/2023	Common Stock	7,500
Option to purchase common stock	\$ 61.9	11/08/2018	A ⁽¹⁾	7,500	(1)	05/02/2023	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAMS W ANDREW 100 VINE STREET MURFREESBORO, TN 37130	X			

Signatures

/s/ W. Andrew Adams by Kristina R. Hulsey,
P.O.A. 11/12/2018

__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).

The reported transactions involve an amendment to five outstanding options resulting in the deemed cancellation of each of the "old" options and the grant of replacement options. On November 8, 2018, the Board of Directors amended each of the options to allow a director that has served as a director for at least 12 years to remain able to exercise the option for the full term of the option even if the director retires, resigns, dies or becomes disabled. Each of the options were fully exercisable on the date of grant. The grant and exercise of these 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.

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