

NATIONAL HEALTHCARE CORP

Form 5/A

February 11, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
ADAMS W ANDREW

(Last) (First) (Middle)

222 ROBERT ROSE DRIVE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
NATIONAL HEALTHCARE CORP
[NHC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/07/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MURFREESBORO, TN 37129

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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.	Â	Â	Â	Â Â Â	610,813	D	Â
Shares of Common Stock - WAA Exempt Trust	Â	Â	Â	Â Â Â	1,937	D	Â

- JMA

Shares of
Common

Stock - Adams Family Foundation II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
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Shares of
Series A

Convertible Preferred Stock - AMK, L.P.	Â	Â	Â	Â	Â	Â	479,682 ⁽¹⁾	D	Â
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Shares of
Series A

Conv Pref Stock-WAA Exempt Trust-JMA	Â	Â	Â	Â	Â	Â	3,500	D	Â
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Shares of
Series A

Conv Pref Stock - Adams Family Found II	Â	Â	Â	Â	Â	Â	35,407	I	Trustee
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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 2270
(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
	\$ 45.8	Â	Â	Â	Â (A) (D)	05/09/2011 05/08/2016	Title	4,990

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	Â X	Â	Â	Â

Signatures

W. Andrew Adams 02/11/2015

__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) 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.