

NATIONAL HEALTHCARE CORP  
 Form 5/A  
 February 11, 2015

# FORM 5

**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).  
 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

1. Name and Address of Reporting Person \*  
 ADAMS W ANDREW

(Last) (First) (Middle)

222 ROBERT ROSE DRIVE

(Street)

MURFREESBORO, TN 37129

(City) (State) (Zip)

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)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Shares of Common Stock - AdamsMark L.P.   | ^                                    | ^                                                  | ^                              | ^ ^ ^                                                             | 610,813                                                                                    | D                                                        | ^                                 |
| Shares of Common Stock - WAA Exempt Trust | ^                                    | ^                                                  | ^                              | ^ ^ ^                                                             | 1,937                                                                                      | D                                                        | ^                                 |

- JMA

|                                                                              |   |   |   |   |   |   |                        |   |         |
|------------------------------------------------------------------------------|---|---|---|---|---|---|------------------------|---|---------|
| Shares of<br>Common<br>Stock -<br>Adams<br>Family<br>Foundation II           | Â | Â | Â | Â | Â | Â | 35,407                 | I | Trustee |
| Shares of<br>Series A<br>Convertible<br>Preferred<br>Stock - AMK,<br>L.P.    | Â | Â | Â | Â | Â | Â | 479,682 <sup>(1)</sup> | D | Â       |
| Shares of<br>Series A<br>Conv Pref<br>Stock-WAA<br>Exempt<br>Trust-JMA       | Â | Â | Â | Â | Â | Â | 3,500                  | D | Â       |
| Shares of<br>Series A<br>Conv Pref<br>Stock -<br>Adams<br>Family Found<br>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.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)        | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
|                                                     | \$ 45.8                                                            | Â                                       | Â                                                           | Â                                    | Â (A) (D)                                                                                                          | Date<br>Exercisable<br>05/09/2011<br>Expiration<br>Date<br>05/08/2016 | Title                                                               | 4,990                                     |

|                                 |          |   |   |   |   |   |            |            |  |              |       |
|---------------------------------|----------|---|---|---|---|---|------------|------------|--|--------------|-------|
| Option to Purchase Common Stock |          |   |   |   |   |   |            |            |  | Common Stock |       |
| Option to Purchase Common Stock | \$ 44.8  | ^ | ^ | ^ | ^ | ^ | 05/03/2012 | 05/02/2017 |  | Common Stock | 7,500 |
| 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 | 05/07/2019 |  | Common Stock | 7,500 |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| ADAMS W ANDREW<br>222 ROBERT ROSE DRIVE<br>MURFREESBORO, TN 37129 | ^ X           | ^         | ^       | ^     |

## 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.