

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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 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

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)

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

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

222 ROBERT ROSE DRIVE

(Street)

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

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 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 Common Stock - Adams Family Foundation II ^ ^ ^ ^ ^ ^ 35,407 I Trustee

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

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

Shares of Series A Conv Pref Stock - Adams Family Found 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)	8. Amount or Number of Shares
	\$ 45.8	^	^	^	(A) (D) ^ ^	Date Exercisable: 05/09/2011 Expiration Date: 05/08/2016	Title	4,990

Option to Purchase Common Stock											
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.