

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2014
Estimated average burden hours per response.....0.5

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person* W. Andrew Adams 222 Robert Rose Drive Murfreesboro TN 37129	2. Issuer Name and Ticker or Trading Symbol National HealthCare Corporation [NHC]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) <input checked="" type="checkbox"/> Director ___ 10% Owner ___ Officer (give title below) ___ Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Shares of Common Stock - AdamsMark L.P.							602,660	D	
Shares of Common Stock-WAA Exempt Trust							1,937	D	
Shares of Common Stock - Adams Family Foundation II							35,407	I	Trustee
Shares of Series A Convertible Preferred Stock - AMK, L.P.							479,682	D	
Shares of Series A Conv Pref Stock-WAA Exempt Trust							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.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Form 5 (cont.)

Name and Address of Reporting Person
 W. Andrew Adams
 222 Robert Rose Drive
 Murfreesboro TN 37129

Issuer Name and Ticker or Trading Symbol
 National HealthCare Corporation [NHC]

Period Of Report
 12/31/2011

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)	5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned at End of Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$52.50						04/24/2007	04/23/2012	Common Stock	15,000		15,000	D	
Option to Purchase Common Stock	\$51.50						05/01/2008	04/30/2013	Common Stock	15,000		15,000	D	
Option to Purchase Common Stock	\$37.70						05/05/2009	05/04/2014	Common Stock	7,950		7,950	D	
Option to Purchase Common Stock	\$45.80						05/09/2011	05/08/2016	Common Stock	7,500		7,500	D	

Explanation of Responses:

Mr. Adams no longer has beneficial ownership of the shares of Common Stock and Preferred Stock previously attributed to the Adams Children's Trust and Adams Grandchildren's Trust.

By: W. Andrew Adams
 **Signature of Reporting Person

2/6/2012
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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