

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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person* Robert G. Adams 100 E. Vine St., Suite 1400 Murfreesboro TN 37130	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 <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) CEO
	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 <input type="checkbox"/> 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 in my name							356,432	D	
Shares of Common Stock held in Trust	04/06/2011		G	1,500	D	\$0	1,034 (1)	I	Trustee
Shares of Series A Conv Pref Stock held in Trust	08/23/2011		G	659,289	A	\$0	662,789 (2)	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).

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Form 5 (cont.)

Name and Address of Reporting Person
 Robert G. Adams
 100 E. Vine St., Suite 1400
 Murfreesboro TN 37130

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	\$46.69						01/31/2016	02/29/2016	Common Stock	75,000		75,000	D	

Explanation of Responses:

- (1) - Includes 597 shares purchased pursuant to the Employee Stock Purchase Program for Plan Year 2011. 1,500 shares were gifted to my grandchildren.
- (2) - Shares of Preferred Stock transferred from my name to family trust of which I am the Trustee.

By: Robert G. Adams
 **Signature of Reporting Person

2/9/2012
 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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