

# FORM 4

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 05/03/2012	
	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. Transaction Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	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.

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  
05/03/2012

**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 Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$51.50							05/01/2008	05/01/2013	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	
Option to Purchase Common Stock	\$44.80	05/03/2012		A		7,500 (1)		05/03/2012	05/02/2017	Common Stock	7,500	\$44.80	7,500	D	

## Explanation of Responses:

(1) - These stock options were granted pursuant to the Company's 2010 Omnibus Equity Incentive Plan on May 3, 2012. The grant and exercise of these stock options are exempt from Section 16(b) pursuant to Rule 16b-3(d).

By: W. Andrew Adams by Ann S. Benson, P.O.A.  
\*\*Signature of Reporting Person

5/4/2012  
Date