

ADAMS W ANDREW  
Form 4  
May 04, 2018

**FORM 4**

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

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**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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)

100 VINE STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/03/2018

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

MURFREESBORO, TN 37130

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(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<br>(Instr. 3)                               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Shares of<br>Common<br>Stock -<br>AdamsMark,<br>L.P.             |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                         |                                                                                |
|                                                                  |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (D)                                                                     | Price                                                                          |
|                                                                  |                                         |                                                             |                                         |                                                                            | 610,813                                                                                                            | D                                                                       |                                                                                |
| Shares of<br>Common<br>Stock - my<br>name or my<br>spouse's name |                                         |                                                             |                                         |                                                                            | 19,990                                                                                                             | D                                                                       |                                                                                |
| Shares of<br>Common                                              |                                         |                                                             |                                         |                                                                            | 1,937                                                                                                              | D                                                                       |                                                                                |

Stock - WAA  
Exempt Trust

Shares of  
Common

Stock - Adams

Family

Foundation II

35,407

I

Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(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 Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>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) |                           |                 |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|---------------------------|-----------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration Date           | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 52.93                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/08/2014                                                          | 05/07/2019                | Common<br>Stock | 7,500                                  |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 61.25                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/07/2015                                                          | 05/06/2020                | Common<br>Stock | 7,500                                  |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 62.78                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 06/02/2016                                                          | 06/01/2021                | Common<br>Stock | 7,500                                  |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 72.94                                                           |                                         |                                                             |                                      |                                                                                                                 |                                                                |     | 05/09/2017                                                          | 05/08/2022 <sup>(1)</sup> | Common<br>Stock | 7,500                                  |
| Option to<br>Purchase                               | \$ 61.9                                                            | 05/03/2018                              |                                                             | A                                    |                                                                                                                 | 7,500 <sup>(2)</sup>                                           |     | 05/03/2018                                                          | 05/02/2023                | Common<br>Stock | 7,500                                  |

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships                          |
|-------------------------------------------------------------|----------------------------------------|
|                                                             | Director   10% Owner   Officer   Other |
| ADAMS W ANDREW<br>100 VINE STREET<br>MURFREESBORO, TN 37130 | X                                      |

## Signatures

/s/ W. Andrew                      05/03/2018  
Adams

\_\_Signature of                      Date  
Reporting Person

## 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) expiration incorrectly reported on a previous Form
- (2) These stock options were granted pursuant to the 2010 Omnibus Equity Incentive Plan on May 3, 2018. The grant and exercise of these stock options are exempt from Section 16(b) pursuant to Rule 16b-3(d).

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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