

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

(Last) (First) (Middle)

222 ROBERT ROSE DRIVE

(Street)

MURFREESBORO, TN 37129

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL HEALTHCARE CORP
 [NHC]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 (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 Â Â Â Â Â Â 35,407 I Trustee

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

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

Shares of Series A Conv Pref Stock - Adams Family Found II Â Â Â Â Â Â 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	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 05/09/2011 Expiration Date: 05/08/2016	Title	4,990

