

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden
hours per response.....0.5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Form 3 Holdings Reported

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

Form 4 Transactions Reported

1. Name and Address of Reporting Person* W. Andrew Adams 750 S. Church Street Suite B 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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008	
	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 - WAA						388	D		
Shares of Common Stock - AdamsMark L.P.						977,634	D		
Shares of Common Stock - Adams Children's Trust						77,528	I	Trustee	
Shares of Common Stock - Adams Family Foundation II						35,407	I	Trustee	
Shares of Common Stock - Adams Grandchildren's Trust						2,307	I	Trustee	
Shares of Series A Convertible Preferred Stock - AMK, L.P.						571,754	D		
Shares of Series A Conv Pref Stock - Adams Christian Trust						77,528	I	Trustee	
Shares of Series A Conv Pref Stock - Adams Family Found II						35,407	I	Trustee	
Shares of Series A Conv Pref Stock- Adams Grandchildrns Trust						2,307	I	Trustee	
Shares of Series A Conv Pref Stock - The Adams Group						339,591	I	Family Partnership	
Shares of Series A Conv Pref Stock - AdamsMark LP						245,177	D		
Shares of Series A Conv Pref Stock - DBA int. in Adams Inv LP						2,317	I	Family Partnership	

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
750 S. Church Street
Suite B
Murfreesboro TN 37130

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

Period Of Report
12/31/2008

**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	\$20.90						12/29/2004	03/23/2009	Common Stock	290,000		290,000	D	
Option to Purchase Common Stock	\$32.01						05/03/2005	05/02/2010	Common Stock	15,000		15,000	D	
Option to Purchase Common Stock	\$44.25						05/03/2006	05/02/2011	Common Stock	15,000		15,000	D	
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	05/01/2013	Common Stock	15,000		15,000	D	

Explanation of Responses:

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

2/17/2009
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.

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.