

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: November 30, 2011  
Estimated average burden hours per response.....0.5

## 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).

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* 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) 12/28/2011	
	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. 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.	12/28/2011		M		3,050 (1)	A	\$37.70	602,660	D	
Shares of Common Stock-WAA Exempt Trust								1,937	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.								479,682	D	
Shares of Series A Conv Pref Stock-WAA Exempt Trust								3,500	D	
Shares of Series A Conv Pref Stock - Adams Children's 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 Pef Stock-Adams Grandchildrns Trust								2,307	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.

