

NATIONAL HEALTH INVESTORS INC
 Form 4
 February 24, 2015

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ADAMS W ANDREW

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL HEALTH INVESTORS INC [NHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

222 ROBERT ROSE DRIVE

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

(Street)

MURFREESBORO, TN 37129

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock - held by Spouse | | | | | 9,707 | I | Common Stock held by Spouse |
| Common Stock By Amk, L.p. | | | | | 732,784 | D | |
| Common Stock By Springland Ventures, L.p. | | | | | 44,000 | D | |
| Common Stock by W. Andrew | | | | | 34,140 | D | |

| | | | | |
|----------------------------------------------|---------|---|---------|--|
| Adams Non Exempt Trust | | | | |
| Common Stock by W. Andrew Adams Exempt Trust | 7,411 | D | | |
| Common Stock By Adams Family Foundation II | 222,307 | I | Trustee | |
| Common Stock by EMA, L.P. | 341,802 | I | Trustee | |
| Common Stock by JMA Grandchildren's Trust | 12,635 | 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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to Buy) | \$ 72.11 | 02/20/2015 | | A | 20,000 | 02/20/2015 | 02/20/2020 | Common Stock | 20,000 |
| Stock Options (Right to Buy) 2-25-14 | \$ 61.31 | | | | | 02/25/2014 | 02/25/2019 | Common Stock | 15,000 |
| | \$ 64.49 | | | | | 02/25/2013 | 02/25/2018 | | 15,000 |

| | | | | | |
|------------------------------|----------|------------|------------|--------------|--------|
| Stock Options (Right to Buy) | | | | Common Stock | |
| Stock Options (Right to Buy) | \$ 47.52 | 02/21/2012 | 02/21/2017 | Common Stock | 15,000 |
| Stock Options (Right to Buy) | \$ 45.58 | 02/22/2011 | 02/22/2016 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADAMS W ANDREW 222 ROBERT ROSE DRIVE MURFREESBORO, TN 37129 | | | X | |

Signatures

| | |
|---------------------------------|------------|
| /s/W. Andrew Adams | 02/23/2015 |
| **Signature of Reporting Person | Date |

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.