

Spaid John L
Form 4
January 31, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2019
Estimated average burden hours per response... 0.5

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 *
Spaid John L

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)
222 ROBERT ROSE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2019

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP of Finance

MURFREESBORO, TN 37129
(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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/30/2019 | | M | | 13,333 | A | \$ 63.63 |
| Common Stock | 01/30/2019 | | M | | 13,334 | A | \$ 63.63 |
| Common Stock | 01/30/2019 | | M | | 13,333 | A | \$ 74.78 |
| Common Stock | 01/30/2019 | | F | | 34,556 | D | \$ 81.23 |

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

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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 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) | | |
|----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 63.63 | 01/30/2019 | | M | 13,333 | 03/08/2017 03/08/2021 | | Common Stock | 13,333 |
| Stock Options (Right to Buy) | \$ 63.63 | 01/30/2019 | | M | 13,334 | 03/08/2018 03/08/2021 | | Common Stock | 13,334 |
| Stock Options (Right to Buy) - 2-22-17 exp 2-22-22 | \$ 74.78 | 01/30/2019 | | M | 13,333 | 02/22/2017 02/22/2022 | | Common Stock | 13,333 |
| Stock Options (Right to Buy) 2-22-18 Exp 2-22-22 | \$ 74.78 | | | | | 02/22/2018 02/22/2022 | | Common Stock | 13,333 |
| Stock Options (Right to Buy) 2-22-19 exp 2-22-22 | \$ 74.78 | | | | | 02/22/2019 02/22/2022 | | Common Stock | 13,334 |

| | | | | | |
|-----------------------------------------------|----------|------------|------------|-----------------|--------|
| Stock Options (Right to Buy) 2-20-18 | \$ 64.33 | 02/20/2018 | 02/20/2023 | Common Stock | 14,166 |
| Stock Options (Right to Buy) 2-20-18 | \$ 64.33 | 02/20/2019 | 02/20/2023 | Common Stock | 14,166 |
| Stock Options (Right to Buy) 2-20-18 | \$ 64.33 | 02/20/2020 | 02/20/2023 | Common Stock | 14,168 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spaid John L 222 ROBERT ROSE DRIVE MURFREESBORO, TN 37129 | | | Exec. VP of Finance | |

Signatures

/s/Kimberly Ouimet, by limited power of attorney for Mr. Spaid 01/30/2019

**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.

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