

ADAMS W ANDREW
Form 4
January 31, 2019

FORM 4

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

OMB APPROVAL

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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)
222 ROBERT ROSE DRIVE
(Street)
MURFREESBORO, TN 37129
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2019
4. If Amendment, Date Original Filed(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)
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)
				(A) or (D)	Price		
				Code V Amount (D)			
Common Stock	01/29/2019		M	15,000 A	\$ 61.31	24,109	D
Common Stock	01/29/2019		F	11,322 D	\$ 81.23	12,787	D
Common Stock - held by Spouse						11,707	I Common Stock held by Spouse
Common Stock By Adams Family						222,307	I Trustee

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Foundation II			
Common Stock By Amk, L.p.	732,784	D	
Common Stock by EMA, L.P.	341,802	I	Trustee
Common Stock by JMA Grandchildren's Trust	12,635	I	Trustee
Common Stock By Springland Ventures, L.p.	44,000	D	
Common Stock by W. Andrew Adams Exempt Trust	7,411	D	
Common Stock by W. Andrew Adams Non Exempt Trust	34,140	D	

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) 2-25-14	\$ 61.31	01/29/2019		M	15,000	02/25/2014	02/25/2019	Common Stock	15,000
	\$ 74.78					02/22/2017	02/22/2022		20,000

Stock Option Grant - 2-22-17				Common Stock	
Stock Options (Right to Buy)	\$ 72.11	02/20/2015	02/20/2020	Common Stock	20,000
Stock Options (Right to Buy)	\$ 60.52	02/22/2016	02/22/2021	Common Stock	20,000
Stock Options (Right to Buy) 2-20-18	\$ 64.33	02/20/2018	02/20/2023	Common Stock	20,000

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

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. 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.