

ADAMS W ANDREW
Form 4/A
May 12, 2010

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2010

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

MURFREESBORO, TN 37129
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
04/05/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/01/2010 | | M | A | \$ 6,666 ⁽¹⁾ 25.29 | I | Common Stock held by Spouse |
| Common Stock | 04/01/2010 | | S | D | \$ 2,316 ⁽¹⁾ 38.76 | I | Common Stock held by Spouse |
| Common Stock By Adams Family Foundation II | | | | | 222,307 | I | Trustee |

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| | | | |
|---|---------|---|---------|
| Common Stock By Amk, L.p. | 722,856 | D | |
| Common Stock By Children & Grandchildren's Trust | 69,705 | I | Trustee |
| Common Stock by EMA, L.P. | 338,552 | D | |
| Common Stock By Springland Ventures, L.p. | 44,000 | D | |

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

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(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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options (Right to Buy) | \$ 25.29 | 04/01/2010 | | M | 6,666 | 02/25/2009 | 02/25/2013 | Nhi Common Stock | 6,666 |
| Stock Options (Right to Buy) | \$ 37.33 | | | | | 03/19/2010 | 03/19/2020 | Nhi Common Stock | 65,000 |
| Stock Options (Right to Buy) | \$ 34.48 | | | | | 03/02/2010 | 03/02/2020 | Nhi Common Stock | 10,000 |

Reporting Owners

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

Signatures

/s/W. Andrew
Adams

05/12/2010

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).
- (1) On the Form 4/A filed on April 15, 2010, the exercise of 6,666 stock options and the immediate sale of 4,350 shares were reported in reverse. The number of shares issued as a result of this net exercise of stock options was 2,316 instead of 8,982.

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.