Daniel John M Form 4 February 15, 2013

FORM 4

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

OMB 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Daniel John M			Symbol		d Ticker or Trading NN NATIONAL	5. Relationship of Reporting Person(s) to Issuer				
			CORP			(Check all applicable)				
(Last)	(First)	(Middle)		f Earliest T Day/Year)	ransaction		ive title Oth			
165 MADISON AVENUE			02/14/2	•		below) below) EVP & Chief HR Officer				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Yea	ur)	Applicable Line) _X_ Form filed by One Reporting Person				
MEMPHIS	s, TN 38103					Form filed by Person	y More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	quired, Disposed	of, or Beneficia	lly Owne		
1.Title of	2. Transaction D	ate 2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6.	7. Natı		
Security	(Month/Day/Yea	r) Execution	on Date, if	Transacti	on(A) or Disposed of (D)	Securities	Ownership	Indirec		

. •	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or D	ispose	d of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
C			Code v		(D)				
Common	02/14/2013		F	1,003	D	\$	208,656.387	D	
Stock				(1)		10.79	,		
Common									401(k)
							18,484	I	` ′
Stock							,		Plan

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

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SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N	r Jumber		
						Exercisable	Date				
				C + V	(A) (D)			0			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Daniel John M 165 MADISON AVENUE

EVP & Chief HR Officer

Signatures

/s/ John A. Niemoeller, attorney-in-fact

MEMPHIS, TN 38103

02/15/2013 Date

**Signature of Reporting Person

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).
- Reflects mandatory withholding of shares to pay required withholding taxes associated with vesting of restricted stock award granted previously

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.

Reporting Owners 2