

BROGDON CONNIE B
Form 3/A
November 21, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BROGDON CONNIE B | | (Month/Day/Year) | ADCARE HEALTH SYSTEMS INC [ADK] | |
| (Last) | (First) | (Middle) | 05/08/2008 | |
| 593 ATLANTA STREET | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 06/25/2008 |
| ROSWELL,Â GAÂ 30075 | | ___ Director ___X___ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | ___X___ Form filed by One Reporting Person | |
| | | ___ Officer ___ Other | | ___ Form filed by More than One Reporting Person |
| | | (give title below) | | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 47,665 ⁽¹⁾ | I | By spouse |
| Common Stock | 107,180 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--|
| Warrant | Â (3) | 11/10/2011 | Common Stock | 107,000 (4) | \$ 5.4 | I | By spouse as UGMA custodian for daughter |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROGDON CONNIE B 593 ATLANTA STREET ROSWELL, GA 30075 | Â | Â X | Â | Â |

Signatures

/s/ Connie B. 11/21/2008
Brogdon

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 Nine hundred (900) shares of common stock indirectly owned by the reporting person were inadvertently omitted from her original Form 3. In addition, three hundred fifty eight (358) shares of common stock were incorrectly reported on her original Form 3 as indirectly owned by the reporting person instead of directly owned.
 - (1) 3. In addition, three hundred fifty eight (358) shares of common stock were incorrectly reported on her original Form 3 as indirectly owned by the reporting person instead of directly owned.
 - (2) Three hundred fifty eight (358) shares of common stock were inadvertently omitted from the reporting person's original Form 3.
 - (3) The Warrants are currently exercisable.
 - (4) Four thousand (4,000) Warrants were inadvertently omitted from the reporting person's original Form 3.

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.