

NATIONAL HEALTHCARE CORP

Form 4

November 10, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAROCHE RICHARD F JR

2. Issuer Name **and** Ticker or Trading
Symbol
NATIONAL HEALTHCARE CORP
[NHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2103 SHANNON DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, held in trust, subject to life estate								29,523	I	Remainder in GRAT
Common Stock - IRA								1,038	D	
Common Stock - Held in my name or my wife's name	11/06/2008		M		5,000	A	\$ 27.01	7,000	D	
								255,152	D	

Common Stock - Partnership				
Common Stock - Family Partnership	23,638	I		Family Partnership
Common Stock - Family Foundation	8,635	I		Trustee of Family Foundation
Shares of Series A Conv. Preferred Stock by Trustee of GRAT	31,523	I		Remain. in GRAT
Shares of Series A Conv. Preferred Stock - IRA	1,921	D		
Shares of Series A Conv. Preferred Stock - LaRoche Family LP	3,938	I		Family Partnership
Shares of Series A Conv. Preferred Stock-LaRoche Enterprises	330,202	D		
Shares of Series A Conv. Preferred Stock-Family Foundation	10,480	I		Trustee of Family Foundation

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(D)
(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock								
\$ 27.01				11/06/2008	M	5,000	04/20/2004 04/19/2009	Common Stock 15,000
Option to Purchase Common Stock								
\$ 32.01						05/03/2005 05/02/2010	Common Stock	15,000
Option to Purchase Common Stock								
\$ 44.25						05/03/2006 05/02/2011	Common Stock	15,000
Option to Purchase Common Stock								
\$ 52.5						04/24/2007 04/23/2012	Common Stock	13,000
Option to Purchase Common Stock								
\$ 51.5						05/01/2008 05/01/2013	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAROCHE RICHARD F JR 2103 SHANNON DRIVE MURFREESBORO, TN 37129			X	

Signatures

Richard F. LaRoche, Jr. by Ann S. Benson,
POA 11/07/2008

__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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