

NATIONAL HEALTHCARE CORP

Form 4

September 09, 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)

09/08/2008

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

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

MURFREESBORO, TN 37129

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3)                           | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                              |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (D)                                                                     | Price                                                             |
| Common Stock,<br>held in trust,<br>subject to life<br>estate |                                         |                                                             |                                      |                                                                         | 29,523                                                                                                             | I                                                                       | Remainder<br>in GRAT                                              |
| Common Stock<br>- IRA                                        |                                         |                                                             |                                      |                                                                         | 1,038                                                                                                              | D                                                                       |                                                                   |
| Common Stock<br>- Held in my<br>name or my<br>wife's name    |                                         |                                                             |                                      |                                                                         | 2,000                                                                                                              | D                                                                       |                                                                   |
|                                                              | 09/08/2008                              |                                                             | S                                    |                                                                         | 6,200                                                                                                              | D                                                                       | 269,952                                                           |

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|                                                                          |             |   |  |                                    |
|--------------------------------------------------------------------------|-------------|---|--|------------------------------------|
| Common Stock<br>- Partnership                                            | \$<br>50.07 |   |  |                                    |
| Common Stock<br>- Family<br>Partnership                                  | 23,638      | I |  | Family<br>Partnership              |
| Common Stock<br>- Family<br>Foundation                                   | 8,635       | I |  | Trustee of<br>Family<br>Foundation |
| Shares of Series<br>A Conv.<br>Preferred Stock<br>by Trustee of<br>GRAT  | 31,523      | I |  | Remain. in<br>GRAT                 |
| Shares of Series<br>A Conv.<br>Preferred Stock<br>- IRA                  | 1,921       | D |  |                                    |
| Shares of Series<br>A Conv.<br>Preferred Stock<br>- LaRoche<br>Family LP | 3,938       | I |  | Family<br>Partnership              |
| Shares of Series<br>A Conv.<br>Preferred<br>Stock-LaRoche<br>Enterprises | 330,202     | D |  |                                    |
| Shares of Series<br>A Conv.<br>Preferred<br>Stock-Family<br>Foundation   | 10,480      | I |  | Trustee of<br>Family<br>Foundation |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|

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(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

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

## Reporting Owners

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

## Signatures

Richard F. LaRoche, Jr. by Ann S. Benson,  
POA 09/08/2008

\_\_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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