DANIEL DONALD K

Form 4 March 03, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

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

response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Shares of Series A Convertible

Preferred Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * DANIEL DONALD K			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)	3. Date of Earliest Transaction (Month/Day/Year)				DirectorX Officer (gibelow)		0% Owner Other (specify	
100 VINE ST., SUITE 1200			03/01/2011				Sr. Vice President, Controller			
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MURFREESBORO, TN 37130						Person				
(City)	(State)	(Zip)	Table	I - Non-De	rivative Se	ecurities Acq	quired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Execu	eemed tion Date, if h/Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D)	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)	
Shares of Common Stock							224,191	I	Partnership	

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

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141,073

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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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common	\$ 46.69	03/01/2011		A	60,000 (1)	01/31/2016	02/29/2016	Common Stock	60,000

Reporting Owners

Paparting Owner Name / Address	Relationships
Ranarting () wher Name / Address	

Director 10% Owner Officer Other

DANIEL DONALD K 100 VINE ST., SUITE 1200 MURFREESBORO, TN 37130

Sr. Vice President, Controller

Signatures

Stock

Donald K. 03/02/2011

**Signature of Date
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).
- (1) These stock options were granted pursuant to the Company's 2010 Omnibus Equity Incentive Plan on March 1, 2011. The grant and exercise of these stock options are exempt from Section 16(b) pursuant to Rule 16b-3(d).

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.

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