

NATIONAL HEALTHCARE CORP
 Form 4
 May 09, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
 05/08/2014

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, Family LP (BFLP) | | | | | 29,523 | I | General Partner |
| Common Stock - Fam. Partnership (LR Ent.) | | | | | 31,698 | D | |
| Common Stock - Fam. Partnership (LFLP) | | | | | 96,000 | I | General Partner |

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| | | | |
|--|---------|---|-----------------|
| Common Stock - Held in my name or my wife's name | 172,220 | D | |
| Shares of Series A Conv. Preferred Stock -(BFLP) | 96,534 | I | General Partner |
| Shares of Series A Conv. Preferred Stock (LR Ent.) | 375,602 | D | |
| Shares of Series A Conv. Preferred Stock- (LFLP) | 425 | I | General Partner |
| Shares of Series A Conv. Preferred Stock-Family Foundation | 8,500 | I | Trustee |

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.

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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 (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Purchase Common | \$ 45.8 | | | V | (A) (D) | 05/09/2011 05/08/2016 | Common Stock | 7,500 |

| | | | | | | | | | |
|---------------------------------|----------|------------|--|---|---------------------|------------|------------|--------------|-------|
| Stock | | | | | | | | | |
| Option to Purchase Common Stock | \$ 44.8 | | | | | 05/03/2012 | 05/02/2017 | Common Stock | 7,500 |
| Option to Purchase Common Stock | \$ 47.45 | | | | | 05/08/2013 | 05/07/2018 | Common Stock | 7,500 |
| Option to Purchase Common Stock | \$ 52.93 | 05/08/2014 | | A | 7,500 <u>(1)</u> | 05/08/2014 | 05/07/2019 | Common Stock | 7,500 |

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 Kristina Hulsey,
P.O.A. 05/09/2014

__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).

(1) This stock option was granted pursuant to the Company's 2005 Stock Option Plan on May 8, 2014. The grant and exercise of this stock option 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.

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