

LAROCHE RICHARD F JR
Form 4
February 16, 2011

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

OMB APPROVAL

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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)
02/15/2011

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (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) | | | | | 104,138 | I | General Partner |

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| | | | | | | | | |
|--|------------|---|---------------------|---|------------|---------|---|--------------------|
| Common Stock - Held in my Name or my wife's name | 02/15/2011 | M | 3,100 <u>(1)</u> | A | \$ 37.7 | 166,793 | 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.

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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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option to Purchase Common | \$ 44.25 | | | | | 05/03/2006 05/02/2011 | Common Stock 15,000 |

| | | | | | | | | | |
|---------------------------------|---------|------------|--|---|-------|------------|------------|--------------|--------|
| Stock | | | | | | | | | |
| 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 |
| Option to Purchase Common Stock | \$ 37.7 | 02/15/2011 | | M | 3,100 | 05/05/2009 | 05/04/2014 | 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,
P.O.A. 02/16/2011

__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) These stock options were granted pursuant to the Company's 2005 Stock Option Plan on May 5, 2009. 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.