

LAROCHE RICHARD F JR  
Form 4  
May 03, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
05/02/2011

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, Family LP (BFLP)            |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                | 29,523  | I  | General Partner                                       |
| Common Stock - Fam. Partnership (LR Ent.) |                                      |  |                                |   | 31,698  | D  |   |
| Common Stock - Fam. Partnership (LFLP)    |                                      |  |                                |   | 104,138   | I  | General Partner                                       |

Edgar Filing: LAROCHE RICHARD F JR - Form 4

|   |            |   |                      |   |               |                    |   |                    |
|---|------------|---|----------------------|---|---------------|--------------------|---|--------------------|
| Common<br>Stock - Held<br>in my Name<br>or my wife's<br>name              | 05/02/2011 | M | 15,000<br><u>(1)</u> | A | \$ 44.25      | 0 <u>(2)</u>       | D |                    |
| Common<br>Stock - Held<br>in my name<br>or my wife's<br>name              | 05/02/2011 | S | 15,000               | D | \$<br>44.9383 | 166,793 <u>(3)</u> | D |                    |
| Shares of<br>Series A<br>Conv.<br>Preferred<br>Stock<br>-(BFLP)           |            |   |                      |   |               | 96,534             | I | General<br>Partner |
| Shares of<br>Series A<br>Conv.<br>Preferred<br>Stock (LR<br>Ent.)         |            |   |                      |   |               | 375,602            | D |                    |
| Shares of<br>Series A<br>Conv.<br>Preferred<br>Stock-<br>(LFLP)           |            |   |                      |   |               | 425                | I | General<br>Partner |
| Shares of<br>Series A<br>Conv.<br>Preferred<br>Stock-Family<br>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.**

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

Edgar Filing: LAROCHE RICHARD F JR - Form 4

| Derivative Security             | or Disposed of (D) (Instr. 3, 4, and 5) |   |            | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---------------------------------|---|---|------------|------------------|-----------------|--------------|----------------------------|
|                                 | Code                                    | V | (A) (D)    |                  |                 |              |                            |
| Option to Purchase Common Stock | \$ 44.25                                |   | 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                     |
| Option to Purchase Common Stock | \$ 37.7                                 |   |            | 05/05/2009       | 05/04/2014      | Common Stock | 11,900                     |

## 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. 05/03/2011

\*\*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 3, 2006. The grant and exercise of these stock options are exempt from Section 16(b) pursuant to Rule 16b-3(d).
- (2) Transaction totaled on the next line.
- (3) Exercised stock option shares sold.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: LAROCHE RICHARD F JR - Form 4

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.