

LAROCHE RICHARD F JR
Form 5
February 01, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LAROCHE RICHARD F JR
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
NATIONAL HEALTHCARE CORP [NHC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)

2103 SHANNON DRIVE
(Street)

MURFREESBORO, TN 37129
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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) (2) | Â | Â | Â | Â | Â | I | General Partner |
| Common Stock - Fam. Partnership (LR Ent.) | 11/03/2010 | Â | J | 5,302 (1) | D \$ 0 | D | Â |
| | 11/02/2010 | Â | J | | D \$ 0 | I | |

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| | | | | | | | | | |
|---|------------|---|---|----------------------|---|------|---------|---|----------------------------|
| Common Stock - Fam. Partnership (LFLP) | | | | 6,000 <u>(1)</u> | | | | | General Partner |
| Common Stock - Held in my name or my wife's name | 12/31/2010 | Â | G | 4,959 <u>(3)</u> | D | \$ 0 | 163,693 | D | Â |
| Common Stock - Family Foundation | 12/31/2010 | Â | G | 8,635 <u>(3)</u> | D | \$ 0 | 0 | I | Trustee, Family Foundation |
| Shares of Series A Conv. Preferred Stock (BFLP) <u>(2)</u> | 12/31/2010 | Â | G | 5,726 <u>(3)</u> | D | \$ 0 | 96,534 | I | Gen. Partner |
| Shares of Series A Conv. Preferred Stock - (LR Ent.) | 12/31/2010 | Â | G | 2,600 <u>(3)</u> | D | \$ 0 | 375,602 | D | Â |
| Shares of Series A Conv. Preferred Stock - (LFLP) | 11/02/2010 | Â | J | 51,688 <u>(1)</u> | D | \$ 0 | 425 | I | Gen. Partner |
| Shares of Series A Conv. Preferred Stock-Family Foundation | 12/31/2010 | Â | G | 1,980 <u>(3)</u> | D | \$ 0 | 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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. | 9. |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|----|----|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|----|----|

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------|------------------------------|---|------------------|------------|---|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | (A) | (D) | | | | |
| Option to Purchase Common Stock | \$ 44.25 | Â | Â | Â | Â | Â | 05/03/2006 | 05/02/2011 | Common Stock | 15,000 |
| Option to Purchase Common Stock | \$ 52.5 | Â | Â | Â | Â | Â | 04/24/2007 | 04/23/2012 | Common Stock | 13,000 |
| Option to Purchase Common Stock | \$ 51.5 | Â | Â | Â | Â | Â | 05/01/2008 | 05/01/2013 | Common Stock | 15,000 |
| Option to Purchase Common Stock | \$ 37.7 | Â | Â | Â | Â | Â | 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 | Â X | Â | Â | Â |

Signatures

Richard F. LaRoche, Jr. 02/01/2011

**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) Prorata distribution to limited partners.
- (2) GRAT distributed to family partnership.

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(3) Charitable pledges to public charities satisfied through 12/31/10 gifts.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.