

NATIONAL HEALTHCARE CORP  
 Form 4  
 September 22, 2008

**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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/19/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2103 SHANNON DRIVE

(Street)

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

MURFREESBORO, TN 37129

(City) (State) (Zip)

**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, held in trust, subject to life estate				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
Common Stock - IRA					29,523	I	Remainder in GRAT
Common Stock - Held in my name or my wife's name					1,038	D	
					2,000	D	
	09/19/2008		S		11,300	D	255,152

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Common Stock - Partnership		\$				51.0436		
Common Stock - Family Partnership						23,638	I	Family Partnership
Common Stock - Family Foundation						8,635	I	Trustee of Family Foundation
Shares of Series A Conv. Preferred Stock by Trustee of GRAT						31,523	I	Remain. in GRAT
Shares of Series A Conv. Preferred Stock - IRA						1,921	D	
Shares of Series A Conv. Preferred Stock - LaRoche Family LP						3,938	I	Family Partnership
Shares of Series A Conv. Preferred Stock-LaRoche Enterprises						330,202	D	
Shares of Series A Conv. Preferred Stock-Family Foundation						10,480	I	Trustee of Family Foundation

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst
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		(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date	Expiration Date	Title	Amount or Number of Shares
	Code	V	(A)	(D)	Date Exercisable	
Option to Purchase Common Stock					04/20/2004	04/19/2009 Common Stock 15,000
Purchase price: \$ 27.01						
Option to Purchase Common Stock					05/03/2005	05/02/2010 Common Stock 15,000
Purchase price: \$ 32.01						
Option to Purchase Common Stock					05/03/2006	05/02/2011 Common Stock 15,000
Purchase price: \$ 44.25						
Option to Purchase Common Stock					04/24/2007	04/23/2012 Common Stock 13,000
Purchase price: \$ 52.5						
Option to Purchase Common Stock					05/01/2008	05/01/2013 Common Stock 15,000
Purchase price: \$ 51.5						

## 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. 09/22/2008

\*\*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).

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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