

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.

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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) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 44.25						05/03/2006	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	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. 02/01/2011

 Date
**Signature of Reporting Person

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.