

LAROCHE RICHARD F JR
 Form 5
 February 04, 2009

FORM 5

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

OMB APPROVAL

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 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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 Reporting

(check applicable line)

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, held in trust, subject to life estate	^	^	^	^ ^ ^	29,523	I	Remainder in GRAT
Common Stock - IRA	^	^	^	^ ^ ^	1,038	D	^
Common Stock - Held in my	^	^	^	^ ^ ^	7,000	D	^

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name or my
wife's name

Common Stock - Partnership	Â	Â	Â	Â	Â	Â	255,152	D	Â
Common Stock - Family Partnership	Â	Â	Â	Â	Â	Â	23,638	I	Family Partnership
Common Stock - Family Foundation	Â	Â	Â	Â	Â	Â	8,635	I	Trustee of Family Foundation
Shares of Series A Conv. Preferred Stock by Trustee of GRAT	Â	Â	Â	Â	Â	Â	31,523	I	Remain. in GRAT
Shares of Series A Conv. Preferred Stock - IRA	Â	Â	Â	Â	Â	Â	1,921	D	Â
Shares of Series A Conv. Preferred Stock - LaRoche Family LP	02/19/2008	Â	W	8,175	A	\$ 0	12,113	I	Family Partnership
Shares of Series A Conv. Preferred Stock-LaRoche Enterprises	Â	Â	Â	Â	Â	Â	330,202	D	Â
Shares of Series A Conv. Preferred Stock-Family Foundation	Â	Â	Â	Â	Â	Â	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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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)
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