

LAROCHE RICHARD F JR
 Form 4/A
 May 06, 2009

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2009
 4. If Amendment, Date Original Filed(Month/Day/Year)
 05/04/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 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)
				(A) or (D)	Price		
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 name or my wife's name	04/30/2009		M	10,000 (1) A	\$ 27.01 17,000	D	
					255,152	D	

Common Stock - Partnership						
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		12,113	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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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 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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Option to Purchase Common Stock	\$ 27.01	04/30/2009	A		10,000 <u>(1)</u>		04/30/2009	04/30/2009	Common Stock	10,
Option to Purchase Common Stock	\$ 27.01	04/30/2009	M		10,000 <u>(1)</u>		04/20/2004	04/30/2009	Common Stock	10,
Option to Purchase Common Stock	\$ 32.01						05/03/2005	05/02/2010	Common Stock	15,
Option to Purchase Common Stock	\$ 44.25						05/03/2006	05/02/2011	Common Stock	15,
Option to Purchase Common Stock	\$ 52.5						04/24/2007	04/23/2012	Common Stock	13,
Option to Purchase Common Stock	\$ 51.5						05/01/2008	05/01/2013	Common Stock	15,

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. by Ann S. Benson,
POA 05/06/2009

**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)

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This stock option was originally granted pursuant to the Company's 2002 Stock Option Plan on April 20, 2004 and expired on April 19, 2009. The Reporting Person inadvertently failed to exercise the option prior to such expiration. The Company elected to amend the option to extend the expiration date to April 30, 2009. This amendment may be deemed the grant of a new option. The grant and exercise of these stock options are exempt from Section 16(b) pursuant to Rule 16b-3(d).

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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