

NATIONAL HEALTHCARE CORP  
Form SC 13D/A  
July 11, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Amendment No. 6)**

**Under the Securities Exchange Act of 1934  
NATIONAL HEALTHCARE CORPORATION**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

6359 06 100

(CUSIP Number)

Ira Sochet

1602 Micanopy Avenue

Miami, Florida 33133

(305) 858-2291

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

Copy to:

Louis R. Montello, Esquire

Montello & Associates, P.A.

2750 N.E. 185<sup>th</sup> Street, Suite 306

Aventura, Florida 33180

(305) 682-2000

July 2, 2008

(Date of Event Which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box .

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CUSIP No. 6359 06 001

NAMES OF REPORTING PERSONS

1

Ira Sochet

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF, WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 1,220,806

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,220,806

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,220,806

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This amendment to Schedule 13D (the Amendment ) is filed as Amendment No. 6 to the Statement on Schedule 13D, dated April 2, 2004 (the Schedule 13D ), filed on behalf of Ira Sochet (the Reporting Person ) relating to the common stock of National Healthcare Corporation, a Delaware corporation.

This Amendment reflects material changes in the Schedule 13D, as amended, such material changes being more fully reflected in Item 5 below.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the close of business on July 9, 2008, the Reporting Person beneficially owned an aggregate of 1,220,806 shares of Common Stock, which constituted approximately 9.5 percent of the 12,782,905 shares of Common Stock outstanding on May 6, 2008, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008, as adjusted for the shares of the Issuer's Series A Convertible Preferred (the Preferred Stock ) owned by the Reporting Person. The 1,220,806 shares of Common Stock beneficially owned by the Reporting Person consist of 1,153,211 shares of Common Stock owned by the Reporting Person, 41,216 shares of Common Stock issuable upon conversion of the 170,288 shares of Preferred Stock owned by the Reporting Person, 19,100 shares of Common Stock owned by Investors Risk Advantage L.P., a Delaware limited partnership ( IRA ), and 7,279 shares of Common Stock issuable upon conversion of the 30,075 shares of Preferred Stock owned by IRA. The shares of Common Stock beneficially owned by the Reporting Person do not include 2,200 shares of Common Stock owned by the Reporting Person's spouse, to which the Reporting Person disclaims beneficial ownership.

(b) The Reporting Person has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of, all the shares of Common Stock beneficially owned by him.

(c) The following table sets forth all transactions in Common Stock effected by the Reporting Person since May 2, 2008. All of such transactions were open market transactions effected through brokers.

Date	Number of Shares Purchased	Number of Shares Sold	Approximate Price Per Share
05/02/2008	4,200		\$50.74
05/02/2008	1,500		\$50.24 <sub>1</sub>
05/06/2008	11,292		\$51.70
05/08/2008	6,969		\$50.23
05/15/2008	10,000		\$50.67
05/15/2008	2,900		\$50.56 <sub>1</sub>
05/16/2008	1,700		\$49.78 <sub>1</sub>
05/19/2008	9,001		\$50.06
05/19/2008	1,000		\$49.98 <sub>1</sub>
05/20/2008	1,695		\$49.95
05/23/2008	2,928		\$49.92
05/23/2008	1,000		\$49.89 <sub>1</sub>
05/27/2008		400	\$51.37
05/28/2008	500		\$50.75
05/29/2008		700	\$52.05
06/02/2008	100		\$50.00 <sub>1</sub>
06/03/2008	792		\$49.96
06/03/2008	300		\$49.96 <sub>1</sub>
06/04/2008	1		\$49.96
06/09/2008	3,800		\$49.48
06/10/2008	1,500		\$49.81
06/10/2008		300	\$50.22

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06/11/2008	14,570		\$49.15
06/11/2008	3,000		\$49.15 <sub>1</sub>
06/12/2008	500		\$48.80
06/12/2008		400	\$49.44
06/13/2008	4,800		\$48.73
06/16/2008	2,230		\$48.74
06/17/2008	2,752		\$48.65
06/19/2008	1,400		\$48.11
06/23/2008	1,000		\$47.61 <sub>1</sub>
06/26/2008	4,500		\$47.19
06/27/2008	18,400		\$46.43
06/27/2008	644		\$48.97
06/27/2008	1,000		\$46.00 <sub>1</sub>
06/30/2008	17,200		\$46.01
07/01/2008	5,000		\$45.32
07/01/2008	1,000		\$44.83 <sub>1</sub>
07/02/2008	49,700		\$43.86
07/03/2008	1,000		\$42.97

- 1 Purchased by  
 IRA.  
 (d) Not applicable.  
 (e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 10, 2008

/s/ IRA SOCHET  
Ira Sochet

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