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

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LAROCHE RICHARD F JR

(Last) (First) (Middle)

2103 SHANNON DRIVE

(Street)

MURFREESBORO, TN 37129

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATIONAL HEALTHCARE CORP [NHC]

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
05/04/2009

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(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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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 Amou Underlying Securi (Instr. 3 and 4)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Option to Purchase Common Stock	$ 27.01	04/30/2009	A		10,000 (1)		04/30/2009	04/30/2009	Common Stock	10,
Option to Purchase Common Stock	$ 27.01	04/30/2009	M			10,000 (1)	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)

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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