TUCKER LAWRENCE C

Form 4

March 23, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol				C	5. Relationship of Reporting Person(s) to Issuer		
			NATIONAL HEALTHCARE CORP [NHC]				CORP	(Check all applicable)		
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director Officer (give ti	tle Othe	Owner r (specify		
140 BROADWAY			03/22/2010					below)	below)	
	(Street)		4. If Amendment, Date O			Original		6. Individual or Joint/Group Filing(Check		
			Filed(Mo	nth/Day/Yea	nr)			Applicable Line) _X_ Form filed by Or		
NEW YORK, NY 10005								Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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)
Shares of Common Stock	03/22/2010			S	14,000	D	\$ 35.9299	9 490,500 (1)	I	The 1818 Fund II, L.P.

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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(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	15,000	
Option to Purchase Common Stock	\$ 51.5					05/01/2008	04/30/2013	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		
TUCKER LAWRENCE C 140 BROADWAY NEW YORK, NY 10005	X					
O' '						

Signatures

Lawrence C. Tucker by Ann S. 03/23/2010 Benson

**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).

Reporting Owners 2

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The securities are owned by The 1818 Fund II, L.P. Mr. Tucker is a general partner of Brown Brothers Harriman, the general partner of (1) The 1818 Fund II, L.P., and, as such, his pecuniary interest in the securities is limited to his percentage interest in Brown Brothers Harriman's interest in such securities.

Note: File three copies of this Form, one of which must be manually signed. If space 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.