

LAROCHE RICHARD F JR
Form 5
January 10, 2013

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)
12/31/2012

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

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	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, Family LP (BFLP)							29,523	I	General Partner
Common Stock - Fam. Partnership (LR Ent.)							31,698	D	
Common Stock - Fam.	06/12/2012		G	1,669	D	\$ 0	0 ⁽¹⁾	I	General Partner

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Partnership (LFLP)										
Common Stock - Fam. Partnership (LFLP)	10/10/2012	Â	G	2,331	D	\$ 0	96,000	I	General Partners	
Common Stock - Held in my name or my wife's name	06/12/2012	Â	G	4,473	D	\$ 0	164,220	D	Â	
Shares of Series A Conv. Preferred Stock (BFLP)	Â	Â	Â	Â	Â	Â	96,534	I	Gen. Partner	
Shares of Series A Conv. Preferred Stock - (LR Ent.)	Â	Â	Â	Â	Â	Â	375,602	D	Â	
Shares of Series A Conv. Preferred Stock - (LFLP)	Â	Â	Â	Â	Â	Â	425	I	Gen. Partner	
Shares of Series A Conv. Preferred Stock-Family Foundation	Â	Â	Â	Â	Â	Â	8,500	I	Trustee	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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					Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Option to Purchase Common Stock	\$ 51.5	^	^	^	^	^	05/01/2008	05/01/2013	Common Stock	15,000
Option to Purchase Common Stock	\$ 37.7	^	^	^	^	^	05/05/2009	05/04/2014	Common Stock	8,000
Option to Purchase Common Stock	\$ 45.8	^	^	^	^	^	05/09/2011	05/08/2016	Common Stock	7,500
Option to Purchase Common Stock	\$ 44.8	^	^	^	^	^	05/03/2012	05/02/2017	Common Stock	7,500

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. 01/10/2013

**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) Transactions totaled on the line below.

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