

SMITH JEFFREY RUSSELL

Form 4

March 18, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH JEFFREY RUSSELL

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)  
100 VINE STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/14/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP & Treasurer

MURFREESBORO, TN 37130

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5)<br><br>(A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Shares of<br>Common<br>Stock held<br>in my<br>name | 03/14/2019                              |                                                             | M                                    | 12,000<br>(1)                                                                               | A \$ 72.94 13,172                                                                                                  | D                                                                    |                                                                   |
| Shares of<br>Common<br>Stock held<br>in my<br>name | 03/14/2019                              |                                                             | F                                    | 11,178<br>(2)                                                                               | D \$ 80.8 1,994 (3)                                                                                                | D                                                                    |                                                                   |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Option to Purchase Common Stock            | \$ 72.94                                               | 03/14/2019                           |                                                    | M                              | 12,000<br>(1)                                                                           | 02/14/2019 <sup>(1)</sup> 03/11/2022                     | Common Stock 60,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                 |       |
|--------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                    | Director      | 10% Owner | Officer         | Other |
| SMITH JEFFREY RUSSELL<br>100 VINE STREET<br>MURFREESBORO, TN 37130 |               |           | SVP & Treasurer |       |

## Signatures

/s/ Jeffrey Russell  
Smith 03/18/2019

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) These stock options were granted pursuant to the Company's 2010 Omnibus Equity Incentive plan on March 14, 2017. On February 14, 2019, the Compensation Committee amended the option to grant a 30 day window to exercise up to 40% of this option, with any shares issued upon exercise to be held as restricted stock until 2/9/22, the original date exercisable. The grant and exercise of these stock options are exempt from Section 16(b) pursuant to Rule 16b-3(d).

(2) Shares were withheld by the Company to pay the exercise price.

(3) Total amount of common shares owned following transactions reported on this form.

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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