

NATIONAL HEALTHCARE CORP  
 Form 5  
 January 28, 2008

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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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)  
 12/31/2007

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

(City) (State) (Zip)

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 (A) or Price (D)	6. Amount	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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	^	^	^	^	^	2,000	D	^

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name or my  
wife's name

Common Stock - Partnership	Â	Â	Â	Â	Â	Â	276,152	D	Â
Common Stock - Family Partnership	Â	Â	Â	Â	Â	Â	23,638	I	Family Partnership
Common Stock - Family Foundation	01/02/2008	Â	G	1,465	D	\$ 0	8,635	I	Trustee of Family Foundation
Shares of Series A Conv. Preferred Stock by Trustee of GRAT	Â	Â	Â	Â	Â	Â	31,523	I	Remain. in GRAT
Shares of Series A Conv. Preferred Stock - IRA	Â	Â	Â	Â	Â	Â	1,921	D	Â
Shares of Series A Conv. Preferred Stock - LaRoche Family LP	Â	Â	Â	Â	Â	Â	3,938	I	Family Partnership
Shares of Series A Conv. Preferred Stock-LaRoche Enterprises	Â	Â	Â	Â	Â	Â	330,202	D	Â
Shares of Series A Conv. Preferred Stock-Family Foundation	01/02/2008	Â	G	13,400	D	\$ 0	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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SEC 2270  
(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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