

LAROCHE RICHARD F JR

Form 5

January 12, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LAROCHE RICHARD F JR2. 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)
12/31/2004☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Secretary

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)			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)
				Amount	(A) or (D)	Price			
Common Stock, held in trust, subject to life estate	Â	Â	Â	Â	Â	Â	29,523	I	Remainder in GRAT
Common Stock - IRA	Â	Â	Â	Â	Â	Â	1,038	D	Â
	12/02/2004	Â	G	10,284	D	\$ 0	236,152	D	Â

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Common
Stock -
Partnership

Common
Stock -
Family
Partnership

Common
Stock -
Family
Foundation

Common
Stock -
Family
Foundation

Â

Â

Â

Â

Â

Â

63,638

I

Family
Partnership

12/02/2004

Â

G

10,284

A

\$ 0

0 ⁽¹⁾

I

Trustee of
Family
Foundation

12/29/2004

Â

G

17,284

D

\$ 0

17,000

I

Trustee of
Family
Foundation

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 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 (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)		8
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Common Stock	\$ 19.6	Â	Â	Â	Â Â	04/24/2003	04/23/2008	Common Stock	15,000	
Option to Purchase Common Stock	\$ 27.01	Â	Â	Â	Â Â	04/20/2004	04/19/2009	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAROCHE RICHARD F JR 2103 SHANNON DRIVE MURFREESBORO, TN 37129	☒	☐	☐	☐

Signatures

Richard F.
LaRoche, Jr. 01/12/2005

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) Total given on next line with completion of transactions for this entity.

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.