

TUCKER LAWRENCE C

Form 4

April 15, 2010

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

OMB APPROVAL

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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

(Print or Type Responses)

 1. Name and Address of Reporting Person \*  
**TUCKER LAWRENCE C**

 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)

**C/O BROWN BROTHERS HARRIMAN ("BBH"), 140 BROADWAY**

(Street)

 3. Date of Earliest Transaction (Month/Day/Year)  
**04/14/2010**
☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**NEW YORK, NY 10005-1101**

(City) (State) (Zip)

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

 6. Individual or Joint/Group Filing (Check Applicable Line)  
☒ 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 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 Ownership (Instr. 4) |                        |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                            |                        |
| Shares of Common Stock          | 04/14/2010                           |                                                    | S                              |                                                                   | 19,691 | D          | \$ 35.611                                                                                     | 411,609 <sup>(1)</sup>                                   | I                                          | The 1818 Fund II, L.P. |
| Shares of Common Stock          |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 85,000                                                   | D                                          |                        |

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

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 SEC 1474  
 (9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deri<br>Secu<br>(Inst |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                          | Amount<br>or<br>Number<br>of Shares |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 44.25                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 05/03/2006                                                          | 05/02/2011         | Common<br>Stock                | 15,000                              |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 52.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 04/24/2007                                                          | 04/23/2012         | Common<br>Stock                | 15,000                              |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 51.5                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 05/01/2008                                                          | 05/01/2013         | Common<br>Stock                | 15,000                              |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 37.7                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | 05/05/2009                                                          | 05/04/2014         | Common<br>Stock                | 15,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships                    |
|-----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                     | Director 10% Owner Officer Other |
| TUCKER LAWRENCE C<br>C/O BROWN BROTHERS HARRIMAN ("BBH")<br>140 BROADWAY<br>NEW YORK, NY 10005-1101 | X                                |

## Signatures

Lawrence C. Tucker by Ann S. Benson,  
POA

04/14/2010

\_\_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) The securities are owned by The 1818 Fund II, L.P. Tucker is a general partner of BBH, the general partner of The 1818 Fund II, L.P., and, as such, his pecuniary interest in the securities is limited to his percentage interest in BBH'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.

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