

LAROCHE RICHARD F JR  
Form 5  
January 12, 2005

**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)  
12/31/2004

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

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

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|                                   |            |   |   |        |   |      |                  |   |  |                              |
|-----------------------------------|------------|---|---|--------|---|------|------------------|---|--|------------------------------|
| Common Stock - Partnership        |            |   |   |        |   |      |                  |   |  |                              |
| Common Stock - Family Partnership | Â          | Â | Â | Â      | Â | Â    | 63,638           | I |  | Family Partnership           |
| Common Stock - Family Foundation  | 12/02/2004 | Â | G | 10,284 | A | \$ 0 | 0 <sup>(1)</sup> | I |  | Trustee of Family Foundation |
| Common Stock - 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.

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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 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) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |
| Option to Purchase Common Stock            | \$ 19.6                                                | 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                                                                                       | 04/20/2004                                               | 04/19/2009      | Common Stock                                                  | 15,000                     |

