

BURGESS ERNEST G III  
Form 4  
June 30, 2009

**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 \*  
BURGESS ERNEST G III

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)  
7097 FRANKLIN ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MURFREESBORO, TN 37128  
(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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Shares of Common Stock                         | 06/30/2009                           |  | S                              |   | 5,000   | D  | \$ 38   |
| Shares of Common Stock                         | 06/30/2009                           |  | S                              |   | 940   | D  | \$ 38.03  |
| Shares of Series A Convertible Preferred Stock |                                      |  |                                |   |   | D  | 147,560   |

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

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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) | 8. Pr Deri Secu (Inst |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                 | Amount or Number of Shares |
| Option to Purchase Common Stock            | \$ 32.01   |                                      |  |                                |   | 05/03/2005   | 05/02/2010  | Common Stock          | 15,000                     |
| Option to Purchase Common Stock            | \$ 44.25   |                                      |  |                                |   | 05/03/2006   | 05/02/2011  | Common Stock          | 15,000                     |
| Option to Purchase Common Stock            | \$ 52.5  |                                      |  |                                |   | 04/24/2007   | 04/23/2012  | Common Stock          | 15,000                     |
| Option to Purchase Common Stock            | \$ 51.5  |                                      |  |                                |   | 05/01/2008   | 05/01/2013  | Common Stock          | 15,000                     |
| Option to Purchase Common Stock            | \$ 37.7  |                                      |  |                                |   | 05/05/2009   | 05/04/2014  | Common Stock          | 15,000                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BURGESS ERNEST G III  
7097 FRANKLIN ROAD X  
MURFREESBORO, TN 37128

## Signatures

Ernest G. Burgess, III by Ann S. Benson, 06/30/2009  
POA

\*\*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) Shares totaled on next line with transaction completion.

Note: File three copies of this Form, one of which must be manually signed. If space 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.