

NATIONAL HEALTHCARE CORP

Form SC 13D/A

November 06, 2007

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

NATIONAL HEALTHCARE CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

6359 06 100

(CUSIP Number)

Ira Sochet

1602 Micanopy Avenue

Miami, Florida 33133

(305) 858-2291

Copy to:

Louis R. Montello, Esquire

Montello & Associates, P.A.

777 Brickell Avenue, Suite 1070

Miami, Florida 33131

(305) 373-0300

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

October 5, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 6359 06 100

NAMES OF REPORTING PERSONS

1

Ira Sochet

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF, WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 1,023,725

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,023,725  
WITH SHARED DISPOSITIVE POWER  
10  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,023,725

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

This amendment to Schedule 13D (the Amendment ) is filed as Amendment No. 5 to the Statement on Schedule 13D, dated April 2, 2004 (the Schedule 13D ), filed on behalf of Ira Sochet (the Reporting Person ) relating to the common stock of National Healthcare Corporation, a Delaware corporation.

This Amendment reflects material changes in the Schedule 13D, as amended, such material changes being more fully reflected in Item 5 below.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the close of business on November 5, 2007, the Reporting Person beneficially owned an aggregate of 1,023,725 shares of Common Stock, which constituted approximately 8.2 percent of the 12,538,327 shares of Common Stock outstanding on August 6, 2007, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007. The 1,023,725 shares of Common Stock beneficially owned by the Reporting Person consist of 1,013,431 shares owned by the Reporting Person and 10,294 shares owned by Investors Risk Advantage L.P., a Delaware limited partnership ( IRA ).

(b) The Reporting Person has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of, all the shares of Common Stock beneficially owned by him.

(c) The following table sets forth all transactions in Common Stock effected by the Reporting Person since August 6, 2007. All of such transactions were open market transactions effected through brokers.

| Date       | Number of Shares Sold | Approximate Price Per Share |
|------------|-----------------------|-----------------------------|
| 08/06/2007 | 1,100                 | \$50.81                     |
| 08/06/2007 | 1,500                 | \$51.43*                    |
| 08/07/2007 | 1,000                 | \$50.56*                    |
| 08/08/2007 | 9,100                 | \$52.04                     |
| 08/08/2007 | 2,500                 | \$52.38*                    |
| 08/09/2007 | 1,262                 | \$51.50*                    |
| 08/10/2007 | 6,000                 | \$51.61                     |
| 08/10/2007 | 2,174                 | \$51.99*                    |
| 08/13/2007 | 3,325                 | \$52.29                     |
| 08/14/2007 | 3,600                 | \$52.22                     |
| 08/15/2007 | 2,300                 | \$52.29                     |
| 08/16/2007 | 7,244                 | \$52.27                     |
| 08/16/2007 | 1,000                 | \$52.34*                    |
| 08/17/2007 | 15,400                | \$53.58                     |
| 08/21/2007 | 600                   | \$53.33                     |
| 08/24/2007 | 700                   | \$52.25                     |
| 08/27/2007 | 3,681                 | \$52.44                     |
| 08/28/2007 | 2,100                 | \$52.41                     |
| 08/28/2007 | 647                   | \$52.62*                    |
| 08/31/2007 | 4,738                 | \$52.47                     |
| 08/31/2007 | 400                   | \$52.60*                    |
| 09/05/2007 | 1,024                 | \$52.45                     |
| 09/18/2007 | 3,622                 | \$52.42                     |
| 09/19/2007 | 6,600                 | \$52.71                     |
| 09/21/2007 | 5,300                 | \$52.61                     |
| 09/24/2007 | 6,000                 | \$52.89                     |
| 09/24/2007 | 1,000                 | \$52.89*                    |
| 09/26/2007 | 3,353                 | \$52.70                     |
| 09/28/2007 | 1,000                 | \$52.87                     |
| 10/01/2007 | 8,600                 | \$52.82                     |

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|            |       |          |
|------------|-------|----------|
| 10/02/2007 | 3,873 | \$52.90  |
| 10/05/2007 | 9,000 | \$53.30  |
| 10/08/2007 | 3,200 | \$54.91  |
| 10/09/2007 | 600   | \$54.90  |
| 10/09/2007 | 1,600 | \$55.01  |
| 10/11/2007 | 1,621 | \$55.27* |
| 10/12/2007 | 3,943 | \$55.02  |
| 10/26/2007 | 2,300 | \$51.52  |
| 10/29/2007 | 1,495 | \$51.53  |

\* Sold by IRA.  
(d) Not applicable.  
(e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 6, 2007

/s/ IRA SOCHET  
Ira Sochet

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