TUCKER LAWRENCE C
Form 4
April 29, 2010

FORM 4

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

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

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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).

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10005-1101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATIONAL HEALTHCARE CORP [NHC]

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Shares of Common Stock	04/28/2010		S		8,200	D	$ 35.6896	333,000 (1)	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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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	$ 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
TUCKER LAWRENCE C C/O BROWN BROTHERS HARRIMAN ("BBH") 140 BROADWAY NEW YORK, NY 10005-1101	X			

Signatures

Lawrence C. Tucker by Ann S. Benson, POA	04/28/2010
**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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