

NATIONAL HEALTHCARE CORP  
 Form 4  
 November 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**DANIEL DONALD K**

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)  
**100 VINE ST., SUITE 1200**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**11/02/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr. Vice President, Controller**

**MURFREESBORO, TN 37130**  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Shares of Common Stock          | 11/02/2015                           |  | C                              | 242 A \$ 0  | 265,581 <sup>(1)</sup>  | I  | Partnership   |

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)**

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Option to purchase Common Stock                | \$ 46.69   |                                      |  |                                |   | 12/04/2012 02/29/2016                                    | Common Stock  | 39,8                       |
| Shares of Series A Convertible Preferred Stock | (2)  | 11/02/2015                           |  | C                              | 1,000 (3)   | 11/01/2007 11/03/2015                                    | Common Stock  | 24                         |
| Shares of Series A Convertible Preferred Stock | (2)  | 11/03/2015                           |  | J                              | 140,073 (4)   | 11/01/2007 11/03/2015                                    | Common Stock  | 33,9                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| DANIEL DONALD K<br>100 VINE ST., SUITE 1200<br>MURFREESBORO, TN 37130 |               |           | Sr. Vice President, Controller |       |

## Signatures

/s/ Donald K. Daniel  
11/04/2015  
Date

\*\*Signature of Reporting Person

## 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 Form 5 filed 2/9/2015 should have reported 244,339 shares of common stock. The difference of 27 shares is added to this line's total.
- (2) Convertible anytime at a ratio of 0.24204 common shares per 1.0 preferred share.
- (3) The Filer converted 1,000 shares of Series A Convertible Preferred into Common Stock at the conversion rate of 0.24204 common shares per preferred share.

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(4) The reported securities were called for redemption by the issuer at a price equal to \$15.79 per share.

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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