

COGGIN D GERALD  
Form 5  
January 21, 2009

**FORM 5**

**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).  
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 \*  
COGGIN D GERALD  
(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. V.P., Corp Relations

6. Individual or Joint/Group Reporting  
(check applicable line)

MURFREESBORO, TN 37127  
(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) | (A) Amount | or (D) Price | 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) |
|--|--------------------------------------|--|--------------------------------|---|------------|--------------|--|--|---|
| Shares of Common Stock in my name and my spouse's name | Â                                    | Â  | Â                              | Â   | Â          | Â            | 327,893 <sup>(1)</sup>   | D  | Â   |
| Shares of Common                                       | Â                                    | Â  | Â                              | Â   | Â          | Â            | 12,136   | I  | Family Partnership                                    |

Stock

|  |   |   |   |   |   |   |         |   |                    |
|--|---|---|---|---|---|---|---------|---|--------------------|
| Shares of Common Stock                         | Â | Â | Â | Â | Â | Â | 104     | I | Family Partnership |
| Shares of Series A Convertible Preferred Stock | Â | Â | Â | Â | Â | Â | 263,181 | D | Â                  |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option-"Right to Buy"       | \$ 20.9  | Â                                    | Â  | Â                              | Â   | 02/22/2009 03/23/2009                                    | Common Stock  | 15,6                       |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |                          |
|--|---------------|-----------|---------|--------------------------|
|  | Director      | 10% Owner | Officer | Other                    |
| COGGIN D GERALD<br>1942 DILTON-MANKIN ROAD<br>MURFREESBORO, TN 37127 | Â             | Â         | Â       | Sr. V.P., Corp Relations |

## Signatures

D. Gerald Coggin 01/21/2009

\*\*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) Includes 25 shares acquired pursuant to Employee Stock Purchase Plan, 2008 Plan Year.

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