

BURGESS ERNEST G III
 Form 5
 January 04, 2013

FORM 5

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

OMB APPROVAL

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 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 *
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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2012

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

7097 FRANKLIN ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MURFREESBORO, TN 37128

(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) 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 | 12/05/2012 | Â | G | 2,500 | D | \$ 0 | 0 ⁽¹⁾ | D | Â |
| Shares of Common Stock | 12/27/2012 | Â | G | 1,000 | D | \$ 0 | 0 ⁽¹⁾ | D | Â |
| Shares of Common Stock | 12/27/2012 | Â | G | 1,000 | D | \$ 0 | 94,296 | D | Â |

Shares of Series A Convertible Preferred Stock Â Â Â Â Â Â 146,210 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Option to Purchase Common Stock | \$ 51.5 | Â | Â | Â | Â | Â | 05/01/2008 | 04/30/2013 | Common Stock | 15,000 |
| Option to Purchase Common Stock | \$ 37.7 | Â | Â | Â | Â | Â | 05/05/2009 | 05/04/2014 | Common Stock | 8,900 |
| Option to Purchase Common Stock | \$ 45.8 | Â | Â | Â | Â | Â | 05/09/2011 | 05/08/2016 | Common Stock | 7,500 |
| Option to Purchase Common Stock | \$ 44.8 | Â | Â | Â | Â | Â | 05/03/2012 | 05/02/2017 | Common Stock | 7,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

