

BURGESS ERNEST G III
 Form 4
 November 13, 2018

FORM 4

**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).

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 *
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)
 100 VINE STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2018

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Shares of Common Stock					101,251	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)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 61.25	11/08/2018		D ⁽¹⁾			7,500	<u>(1)</u>	05/06/2020	Common Stock	7,500
Option to purchase common stock	\$ 61.25	11/08/2018		A ⁽¹⁾		7,500		<u>(1)</u>	05/06/2020	Common Stock	7,500
Option to purchase common stock	\$ 62.78	11/08/2018		D ⁽¹⁾			7,500	<u>(1)</u>	06/01/2021	Common Stock	7,500
Option to purchase common stock	\$ 62.78	11/08/2018		A ⁽¹⁾		7,500		<u>(1)</u>	06/01/2021	Common Stock	7,500
Option to purchase common stock	\$ 72.94	11/08/2018		D ⁽¹⁾			7,500	<u>(1)</u>	05/08/2022	Common Stock	7,500
Option to purchase common stock	\$ 72.94	11/08/2018		A ⁽¹⁾		7,500		<u>(1)</u>	05/08/2022	Common Stock	7,500
Option to purchase common stock	\$ 61.9	11/08/2018		D ⁽¹⁾			7,500	<u>(1)</u>	05/02/2023	Common Stock	7,500
Option to purchase common stock	\$ 61.9	11/08/2018		A ⁽¹⁾		7,500		<u>(1)</u>	05/02/2023	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURGESS ERNEST G III 100 VINE STREET MURFREESBORO, TN 37130	X			

Signatures

/s/ Ernest G. Burgess, III by Kristina R. Hulsey P.O.A.	11/12/2018
**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).

The reported transactions involve an amendment to four outstanding options resulting in the deemed cancellation of each of the "old" options and the grant of replacement options. On November 8, 2018, the Board of Directors amended each of the options to allow a (1) director that has served as a director for at least 12 years to remain able to exercise the option for the full term of the option even if the director retires, resigns, dies or becomes disabled. Each of the options were fully exercisable on the date of grant. The grant and exercise of these options are exempt from Section 16(b) pursuant to Rule 16b-3(d).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.