

HASSAN EMIL E  
Form 4  
November 13, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
HASSAN EMIL E

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)  
MURFREESBORO, TN 37130  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
11/08/2018  
4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
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 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          |                                      |  |                                |   | 50,509  | 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                   |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|--|-------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |       | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Option to purchase common stock            | \$ 52.93   | 11/08/2018                           |  | D <sup>(1)</sup>               |  | 7,500 | <u>(1)</u>   | 05/07/2019      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 52.93   | 11/08/2018                           |  | A <sup>(1)</sup>               | 7,500  |       | <u>(1)</u>   | 05/07/2019      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 61.25   | 11/08/2018                           |  | D <sup>(1)</sup>               |  | 7,500 | <u>(1)</u>   | 05/06/2020      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 61.25   | 11/08/2018                           |  | A <sup>(1)</sup>               | 7,500  |       | <u>(1)</u>   | 05/06/2020      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 62.78   | 11/08/2018                           |  | D <sup>(1)</sup>               |  | 7,500 | <u>(1)</u>   | 06/01/2021      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 62.78   | 11/08/2018                           |  | A <sup>(1)</sup>               | 7,500  |       | <u>(1)</u>   | 06/01/2021      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 72.94   | 11/08/2018                           |  | D <sup>(1)</sup>               |  | 7,500 | <u>(1)</u>   | 05/08/2022      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 72.94   | 11/08/2018                           |  | A <sup>(1)</sup>               | 7,500  |       | <u>(1)</u>   | 05/08/2022      | Common Stock  | 7,500                      |
| Option to purchase common stock            | \$ 61.9  | 11/08/2018                           |  | D <sup>(1)</sup>               |  | 7,500 | <u>(1)</u>   | 05/02/2023      | Common Stock  | 7,500                      |

|                                 |         |            |                  |       |            |            |              |       |
|---------------------------------|---------|------------|------------------|-------|------------|------------|--------------|-------|
| Option to purchase common stock | \$ 61.9 | 11/08/2018 | A <sup>(1)</sup> | 7,500 | <u>(1)</u> | 05/02/2023 | Common Stock | 7,500 |
|---------------------------------|---------|------------|------------------|-------|------------|------------|--------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HASSAN EMIL E<br>100 VINE STREET<br>MURFREESBORO, TN 37130 | X             |           |         |       |

## Signatures

/s/ Emil E. Hassan, 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 five 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.