

016570| 003590|127C|RESTRICTED|4057-423



NATIONAL HEALTHCARE CORPORATION
 COMMON STOCK
 PO BOX 4004, Providence, RI 02904-3004

CLIP
 Holder ID XXXXXXXXXX
 Number Value 1,000,000.00
 Number of Shares 12345678
 Date of Acquisition 12/31/2000
 Dividend Payout Method
 Dividend Payment Method
 Dividend Payment Date
 Dividend Payment Amount
 Dividend Payment Frequency
 Dividend Payment Status
 Dividend Payment Description
 Dividend Payment Reference

COMMON STOCK
 PAR VALUE \$0.01

NHC
 NATIONAL HEALTHCARE CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

Certificate Number
ZQ 000000

Shares
 *****800620*****
 *****800620*****
 *****800620*****
 *****800620*****
 *****800620*****

THIS CERTIFIES THAT
**MR. SAMPLE & MRS. SAMPLE &
 MR. SAMPLE & MRS. SAMPLE**

CUSIP 635906 10 0
 SEE REVERSE FOR CERTAIN RESTRICTIONS

is the owner of
**SIX HUNDRED THOUSAND
 SIX HUNDRED AND TWENTY**

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, \$0.01 PAR VALUE, OF
NATIONAL HEALTHCARE CORPORATION (herein called the Corporation) transferable on the books of the Corporation in person, or by duly authorized attorney, upon surrender of this certificate properly endorsed. The shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation of the Corporation and the amendments thereto, to all of which the holder by acceptance hereof assents. This certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

[Signature]
 CEO and President

[Signature]
 Secretary

DATED <<Month Day, Year>>
 COUNTERSIGNED AND REGISTERED
COMPUTERSHARE TRUST COMPANY, N.A.
 TRANSFER AGENT AND REGISTRAR

By _____
 AUTHORIZED SIGNATURE

1234567

NATIONAL HEALTHCARE CORPORATION

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF OF THE CORPORATION AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. SUCH REQUEST MAY BE MADE TO THE CORPORATION OR THE TRANSFER AGENT.

THIS CERTIFICATE ALSO EVIDENCES AND ENTITLES THE HOLDER HEREOF TO CERTAIN RIGHTS AS SET FORTH IN THE RIGHTS AGREEMENT BETWEEN NATIONAL HEALTHCARE CORPORATION, A DELAWARE CORPORATION (THE "COMPANY") AND COMPUTERSHARE TRUST COMPANY, N.A., AS RIGHTS AGENT (THE "RIGHTS AGENT"), DATED AS OF AUGUST 2, 2007 (THE "RIGHTS AGREEMENT"). THE TERMS OF WHICH ARE HEREBY INCORPORATED HEREIN BY REFERENCE AND A COPY OF WHICH IS ON FILE AT THE PRINCIPAL OFFICES OF THE COMPANY. THE RIGHTS ARE NOT EXERCISABLE PRIOR TO THE OCCURRENCE OF CERTAIN EVENTS SPECIFIED IN THE RIGHTS AGREEMENT. UNDER CERTAIN CIRCUMSTANCES, AS SET FORTH IN THE RIGHTS AGREEMENT, SUCH RIGHTS WILL BE EVIDENCED BY SEPARATE CERTIFICATES AND WILL NO LONGER BE EVIDENCED BY THIS CERTIFICATE. THE COMPANY WILL MAIL TO THE HOLDER OF THIS CERTIFICATE A COPY OF THE RIGHTS AGREEMENT, AS IN EFFECT ON THE DATE OF MAILING, WITHOUT CHARGE PROMPTLY AFTER RECEIPT OF A WRITTEN REQUEST THEREFOR. UNDER CERTAIN CIRCUMSTANCES SET FORTH IN THE RIGHTS AGREEMENT, RIGHTS ISSUED TO, OR HELD BY, ANY PERSON WHO IS, WAS OR BECOMES AN ACQUIRING PERSON OR ANY AFFILIATE OR ASSOCIATE THEREOF (AS SUCH TERMS ARE DEFINED IN THE RIGHTS AGREEMENT), WHETHER CURRENTLY HELD BY OR ON BEHALF OF SUCH PERSON OR BY ANY SUBSEQUENT HOLDER, MAY BECOME NULL AND VOID.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT -	(Cust) Custodian	(Minor)
			under Uniform Gifts to Minors Act		(State)	
TEN ENT - as tenants by the entireties						
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT -	(Cust) Custodian (until age	(Minor)
					(State)	

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto _____ **PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE**

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney
to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated: _____ 20____

Signature: _____

Signature: _____

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed Medallion Guarantee Stamp
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Bank, Broker/Dealer, Stamp and Coin Association and Credit Union) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM PURSUANT TO S.E.C. RULE 17A-13.

SECURITY - INTRACT ONE
THIS IS AN UNRECORDED INSTRUMENT. DO NOT ACCEPT IF THERE IS ANY NOTING WATERMARK. HOLD TO CLOSE TO AVOID PAY WATERMARK.



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