

# FORM 5

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

OMB APPROVAL

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subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person* David L. Lassiter 9110 Brentmeade Blvd. Brentwood TN 37027	2. Issuer Name and Ticker or Trading Symbol National HealthCare Corporation [NHC]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) ___ Director ___ 10% Owner _X_ Officer (give title below) ___ Other (specify below)  Sr. V.P., Corporate Affairs
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_ 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Shares of Common Stock							31,381 (1)	D	
Shares of Series A Convertible Preferred Stock							15,108 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Form 5 (cont.)  
 Name and Address of Reporting Person  
 David L. Lassiter  
 9110 Brentmeade Blvd.  
 Brentwood TN 37027

Issuer Name and Ticker or Trading Symbol  
 National HealthCare Corporation [NHC]

Period Of Report  
 12/31/2014

**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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)	5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned at End of Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$46.69						12/04/2012	02/29/2016	Common Stock	28,000		28,000	D	

Explanation of Responses:

- (1) - 1,131 shares were acquired pursuant to the Employee Stock Purchase Plan for the Plan Year 2004 on 1/21/2005. This transaction was inadvertently overlooked.
- (2) - Transaction dated 11/07/2007 should have reported 12,108 preferred shares acquired as part of the NHR conversion. The difference of 630 shares is added to this line's total.

By: /s/ David L. Lassiter  
 \*\*Signature of Reporting Person

2/9/2015  
 Date