

NATIONAL HEALTHCARE CORP
Form SC 13D/A
May 12, 2009

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

SCHEDULE 13D

(Amendment No. 8)

Under the Securities Exchange Act of 1934

NATIONAL HEALTHCARE CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

6359 06 100

(CUSIP Number)

Ira Sochet

1602 Micanopy Avenue

Miami, Florida 33133

(305) 858-2291

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copy to:

Louis R. Montello, Esquire

Montello & Associates, P.A.

2750 N.E. 185th Street, Suite 306

Aventura, Florida 33180

(305) 682-2000

April 29, 2009

(Date of Event Which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or 13d-1(g), check the following box .

CUSIP No. 6359 06 100

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NAMES OF REPORTING PERSONS

1

Ira Sochet

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF, WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 949,144

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 949,144

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

949,144

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 6359 06 100

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This amendment to Schedule 13D (the Amendment) is filed as Amendment No. 8 to the Statement on Schedule 13D, dated April 2, 2004 (the Schedule 13D), filed on behalf of Ira Sochet (the Reporting Person) relating to the common stock of National Healthcare Corporation, a Delaware corporation.

This Amendment reflects material changes in the Schedule 13D, as amended, such material changes being more fully reflected in Item 5 below.

Item 5. Interest in Securities of the Issuer.

(a) As of the close of business on May 8, 2009, the Reporting Person beneficially owned an aggregate of 949,144 shares of Common Stock, which constituted approximately 6.9 percent of the 13,647,000 shares of Common Stock outstanding on May 1, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, as adjusted for the shares of the Issuer's Series A Convertible Preferred (the Preferred Stock) owned by the Reporting Person. The 949,144 shares of Common Stock beneficially owned by the Reporting Person consist of 914,608 shares of Common Stock owned by the Reporting Person, 31,984 shares of Common Stock issuable upon conversion of the 132,164 shares of Preferred Stock owned by the Reporting Person, and 2,552 shares of Common Stock issuable upon conversion of the 10,547 shares of Preferred Stock owned by Investors Risk Advantage L.P., a Delaware limited partnership. The shares of Common Stock beneficially owned by the Reporting Person do not include 1,000 shares of Common Stock owned by the Reporting Person's spouse, to which the Reporting Person disclaims beneficial ownership.

(b) The Reporting Person has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of, all the shares of Common Stock beneficially owned by him.

(c) The following table sets forth all transactions in Common Stock effected by the Reporting Person since March 1, 2009. All of such transactions were open market transactions effected through brokers.

| Date | Number of Shares Purchased | Number of Shares Sold | Approximate Price Per Share |
|------------|-------------------------------|--------------------------|--------------------------------|
| 03/05/2009 | 1,000 | | \$38.10 |
| 03/06/2009 | 2,200 | | \$35.38 |
| 03/17/2009 | | 3,000 | \$39.11 |
| 03/20/2009 | | 5,645 | \$41.79 |
| 03/23/2009 | | 12,600 | \$42.48 |
| 03/24/2009 | | 4,163 | \$43.87 |
| 03/27/2009 | | 14,217 | \$42.92 |
| 04/09/2009 | | 10,900 | \$42.77 |
| 04/29/2009 | | 18,694 | \$40.75 |
| 04/30/2009 | | 4,516 | \$40.70 |
| 05/08/2009 | | 1,700 | \$39.84 |

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(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 11, 2009

/s/ IRA SOCHET
Ira Sochet