

JOHANNESSEN KEITH N
Form 4
March 26, 2013

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 *
JOHANNESSEN KEITH N

2. Issuer Name and Ticker or Trading Symbol
CAPITAL SENIOR LIVING CORP
[CSU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

14160 DALLAS
PARKWAY, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2013

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

DALLAS, TX 75254

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/25/2013		M		42,374 A \$ 6.3	400,201 ⁽¹⁾	D
Common Stock	03/25/2013		S ⁽²⁾		42,374 D \$ 26.46 ⁽³⁾	357,827 ⁽¹⁾	D
Common Stock	03/26/2013		M		14,166 A \$ 6.3	371,993 ⁽¹⁾	D
Common Stock	03/26/2013		S ⁽²⁾		11,958 D \$ 26.61 ⁽⁶⁾	360,035 ⁽¹⁾	D

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Common Stock 03/26/2013 S⁽²⁾ 2,208 D \$ 26.29 357,827 ⁽¹⁾ D

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

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(9-02)

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Option (right to purchase)	\$ 6.3	03/25/2013		M	42,374	⁽⁴⁾ 12/03/2013	Common Stock	42,374	
Common Stock Option (right to purchase)	\$ 6.3	03/26/2013		M	14,166	⁽⁴⁾ 12/03/2013	Common Stock	14,166	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHANNESSEN KEITH N 14160 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X		President & COO	

Signatures

/s/ Keith N. Johannessen 03/26/2013

**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).

(1) The total number of shares reported corrects a de minimis error in the reporting person's previous Form 4 filed on March 8, 2013 (the "Prior Form 4"). The Prior Form 4 reported the forfeiture of 1,038 shares of performance-based restricted stock when in actuality 1,039 shares of performance-based restricted stock were forfeited.

(2) A portion of the sale proceeds will be used by the reporting person to satisfy tax liabilities. As indicated in the table above, the options were scheduled to expire on December 3, 2013 if not exercised prior to such date.

(3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.45 to \$26.52, inclusive. The reporting person undertakes to provide Capital Senior Living Corporation, any stockholder of Capital Senior Living Corporation, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) The options vested in three installments of 33%, 33% and 34% on December 4, 2004, December 4, 2005 and December 4, 2006, respectively.

(5) Granted on December 4, 2003 pursuant to the Capital Senior Living Corporation 1997 Omnibus Stock Incentive Plan.

(6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.50 to \$26.77, inclusive. The reporting person undertakes to provide Capital Senior Living Corporation, any stockholder of Capital Senior Living Corporation, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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