COHEN LAWRENCE A
Form 4
May 30, 2013

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN LAWRENCE A

(Last) (First) (Middle)

14160 DALLAS PARKWAY, SUITE 300

(Street)

DALLAS, TX 75254

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO & Vice Chairman of Board

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. 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 | (A) or (D) | Price | | | |
| Common Stock | 05/28/2013 | | M | | 27,006 | A | $ 6.3 | 779,227 | D | |
| Common Stock | 05/28/2013 | | S(1) | | 27,006 | D | $ 26.54 (2) | 752,221 | D | |
| Common Stock | 05/30/2013 | | M | | 72,994 | A | $ 6.3 | 825,215 | D | |
| Common Stock | 05/30/2013 | | S(1) | | 72,994 | D | $ 26.4 | 752,221 | 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)**

| 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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (right to purchase) | $ 6.3 | 05/28/2013 | | M | | 27,006 | | (3) | 12/03/2013 | Common Stock | 27,006 |
| Common Stock Option (right to purchase) | $ 6.3 | 05/30/2013 | | M | | 72,994 | | (3) | 12/03/2013 | Common Stock | 72,994 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| COHEN LAWRENCE A<br>14160 DALLAS PARKWAY<br>SUITE 300<br>DALLAS, TX 75254 | X | | CEO & Vice Chairman of Board | |

# Signatures

| | |
|---|---|
| /s/ Lawrence A. Cohen | 05/30/2013 |
| **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)** Substantially all of the sale proceeds will be used by the reporting person to satisfy tax liabilities incurred by the reporting person. As indicated in the above table, the options were scheduled to expire on December 3, 2013 if not exercised prior to such date.

**(2)** The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from $26.50 to $26.73, 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.

**(3)** The options vested in three installments of 33%, 33% and 34% on December 3, 2004, December 3, 2005, and December 3, 2006, respectively. The reporting person does not hold any other options.

**(4)** Granted on December 3, 2003 pursuant to the Capital Senior Living Corporation 1997 Omnibus Stock Incentive Plan.

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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