JOHANNESSEN KEITH N

Form 4

March 26, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue.

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

JOHANNESSEN KEITH N

CAPI			CAPITA [CSU]	ITAL SENIOR LIVING CORP					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)				
14160 DALLAS PARKWAY, SUITE 300			03/25/2013						President & COO			
	(Street)		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			
DALLAS, TX 75254									Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Yea		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				of (D) 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)		
Common Stock	03/25/2013			Code	V	Amount 42,374	(D)	Price \$ 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 <u>(1)</u>	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 $S_{\underline{(2)}}$ 2,208 D $\frac{\$}{26.29}$ 357,827 $\underline{(1)}$ D

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

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.

SEC 1474

(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)			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	03/25/2013		M	42,374	<u>(4)</u>	12/03/2013	Common Stock	42,374
Common Stock Option (right to purchase)	\$ 6.3	03/26/2013		M	14,166	<u>(4)</u>	12/03/2013	Common Stock	14,166

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JOHANNESSEN KEITH N 14160 DALLAS PARKWAY SUITE 300

X President & COO

DALLAS, TX 75254

Signatures

Person

/s/ Keith N.

Johannessen 03/26/2013

**Signature of Reporting Date

Reporting Owners 2

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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).
- 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 (1) "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.
- 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.
- 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.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.