CAPITAL SENIOR LIVING CORP

Form 4 March 03, 2015

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:

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See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

02/27/2015

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JOHANNESSEN KEITH N Issuer Symbol CAPITAL SENIOR LIVING CORP (Check all applicable) [CSU] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) **14160 DALLAS** 02/27/2015 President & COO PARKWAY, SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75254 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Common 40,000 \$0 02/27/2015 A A 420,545 D (1) Stock Common 40,000 02/27/2015 \$0 D Α A 460,545 Stock (2)

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

D

 $66 \frac{(3)}{}$

D

\$0

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460,479

D

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

Person

/s/ Keith N.

Johannessen 03/03/2015 Date **Signature of Reporting

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).
- Represents shares of restricted stock granted on February 27, 2015 under the Company's 2007 Omnibus Stock and Incentive Plan, which **(1)** vest in three installments of 33%, 33% and 34% on February 27, 2016, February 27, 2017 and February 27, 2018, respectively.
- Represents shares of restricted stock granted on February 27, 2015 under the Company's 2007 Omnibus Stock and Incentive Plan, which (2) vest in three installments of 33%, 33% and 34% on February 27, 2016, February 27, 2017 and February 27, 2018, respectively, provided the Company satisfies certain performance measures with respect to fiscal 2015, fiscal 2016 and fiscal 2017.
- Represents shares of performance-based restricted stock that were previously reported as beneficially owned by the reporting person as of March 4, 2014, but were subsequently forfeited due to the Company achieving 99.5% (but not 100%) of the performance target with respect to such shares for fiscal 2014.

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.

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