

COHEN LAWRENCE A
Form 4
May 30, 2013

FORM 4

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

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).

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 *
COHEN LAWRENCE A

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)
05/28/2013

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

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 Ownership (Instr. 4)
			Code	V	Amount or 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	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

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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	05/28/2013		M	27,006	<u>(3)</u> 12/03/2013	Common Stock	27,006
Common Stock Option (right to purchase)	\$ 6.3	05/30/2013		M	72,994	<u>(3)</u> 12/03/2013	Common Stock	72,994

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN LAWRENCE A 14160 DALLAS PARKWAY SUITE 300 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.

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.
- (2) 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.
- (3) 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. 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.