Brookdale Senior Living Inc.

Form 4

August 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number: 3235-0287

Symiran: January 31,

Expires: 2005
Estimated average

0.5

burden hours per response...

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or

Form 5

Filed pursuant to Section 16(a) of the Securities Exchange obligations

Section 17(a) of the Public Utility Helding Company Act of the Securities Exchange of the Securities Excha

Form 5 obligations may continue. See Instruction See Instruction 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RICHARD GREGORY B								Issuer				
			dale Se	enio	r Living	Inc. [[BKD]	(Check all applicable)				
(First)	(Middle)	3. Date of Earliest Transaction						•• •				
111 WESTWOOD DI LOE SYNTE			•	ar)			-	Director 10% Owner X Officer (give title Other (specify				
111 WESTWOOD PLACE, SUITE 400		08/12/2014						below) below)				
								EVP & Chie	of Operating O	fficer		
(Street)				nt, D	ate Origina	1	ϵ	6. Individual or Joint/Group Filing(Check				
				/Yea	r)			Applicable Line)				
DDENITWOOD TN 27027									Form filed by One Reporting Person Form filed by More than One Reporting			
BRENTWOOD, IN 3/02/									Person			
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of 2. Transaction Date 2A. Deem			1					5. Amount of	6.	7. Nature of		
```			, ,				` /			Indirect Beneficial		
	•				<i>,</i> ,	Owned						
								Following	or Indirect	(Instr. 4)		
						(A)		*	` '			
			Code	V	Amount	or (D)	Drice	(Instr. 3 and 4)	(			
			Couc	•	Amount	(D)						
08/12/2014			S		16,000	D	'	222,644	D			
							(1)					
08/14/2014			G	V	6,000	D	\$ 0	216,644	D			
	(First)  WOOD PLACE  (Street)  OOD, TN 37027  (State)  2. Transaction Date (Month/Day/Year)	(First) (Middle)  WOOD PLACE, SUITE  (Street)  OOD, TN 37027  (State) (Zip)  2. Transaction Date (Month/Day/Year) Execution any (Month/Day/Day/Year)  08/12/2014	Brooke  (First) (Middle) 3. Date of (Month/)  WOOD PLACE, SUITE 08/12/2  (Street) 4. If Am Filed(Month/)  OOD, TN 37027  (State) (Zip) Take  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)	Brookdale Sec.  (First) (Middle) 3. Date of Earlie (Month/Day/Ye  WOOD PLACE, SUITE 08/12/2014  (Street) 4. If Amendmer Filed(Month/Day  OOD, TN 37027  (State) (Zip) Table I - Note any Code (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr.)  Code  08/12/2014 S	Brookdale Senio  (First) (Middle) 3. Date of Earliest T (Month/Day/Year)  WOOD PLACE, SUITE 08/12/2014  (Street) 4. If Amendment, Development Developm	Brookdale Senior Living  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  WOOD PLACE, SUITE 08/12/2014  (Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)  OOD, TN 37027  (State) (Zip) Table I - Non-Derivative  2. Transaction Date 2A. Deemed 3. 4. Securiti (Month/Day/Year) Execution Date, if Transactionor Dispose any Code (Instr. 3, 4 (Month/Day/Year) (Instr. 8)  Code V Amount  08/12/2014 S 16,000	Brookdale Senior Living Inc.    (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  WOOD PLACE, SUITE 08/12/2014  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  OOD, TN 37027  (State) (Zip) Table I - Non-Derivative Securities Ac (Month/Day/Year)  2. Transaction Date 2A. Deemed 3. 4. Securities Ac (Month/Day/Year)  Execution Date, if Transactionor Disposed of (any Code (Instr. 3, 4 and 3 (Month/Day/Year))  (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D)  08/12/2014 S 16,000 D	Brookdale Senior Living Inc. [BKD]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (Month/Day/Year)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price \$ 08/12/2014 S 16,000 D 32.6062	Brookdale Senior Living Inc. [BKD]  (Check  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (Month/Day/Year)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of,  2. Transaction Date (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of,  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3, 4 and 5)  (A)  Owned Following Reported Transaction(s) (Instr. 3 and 4)  (Nonth/Day/Year)  (State)  (A)  Owned Following Reported Transaction(s) (Instr. 3 and 4)  (Nonth/Day/Year)  (Nonth/Day/Yea	Brookdale Senior Living Inc. [BKD]  (Check all applicable)  (A)  (Transaction Give title option  (First)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (Street)  (A)  (Street)  (Street)  (Street)  (Street)  (Street)  (A)  (A)  (A)  (A)  (A)  (A)  (Check all applicable)  (Check all applicable)  (Other below)  (Differ (give title option)  (Formic per person  (A)  (Street)  (Street)		

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)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numb	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

RICHARD GREGORY B 111 WESTWOOD PLACE SUITE 400 **BRENTWOOD, TN 37027** 

**EVP & Chief Operating Officer** 

## **Signatures**

/s/ Chad C. White, By Power of Attorney

08/14/2014

**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).

This transaction was executed in multiple trades at prices ranging from \$32.60 to \$32.61. The price reported above reflects the weighted (1) average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

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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