

COHEN LAWRENCE A  
Form 4  
February 03, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
02/01/2010

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. 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  | (A) or (D)   | Price                             |
| Common Stock                    | 02/01/2010                           |  | M                  |   | 14,409  | A  | \$ 3.63                           |
| Common Stock                    | 02/01/2010                           |  | S <sup>(1)</sup>   |   | 14,409  | D  | \$ 5 <sup>(2)</sup>               |
| Common Stock                    | 02/02/2010                           |  | M                  |   | 20,000  | A  | \$ 3.63                           |
| Common Stock                    | 02/02/2010                           |  | S <sup>(1)</sup>   |   | 20,000  | D  | \$ 4.98 <sup>(3)</sup>            |

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

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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) | 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)    | \$ 3.63  | 02/01/2010                           |  | M                              | 14,409  | <u>(4)</u> 02/15/2010                                    | Common Stock  | 14,409                     |
| Common Stock Option (right to purchase)    | \$ 3.63  | 02/02/2010                           |  | M                              | 20,000  | <u>(4)</u> 02/15/2010                                    | Common Stock  | 20,000                     |

## 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 02/03/2010

\*\*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) The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan.

(2) The price reported is a weighted average price. The shares were sold in multiple transactions pursuant to the Rule 10b5-1 plan described above at prices ranging from \$4.97 to \$5.05, 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 or footnote 3 below.

(3) The price reported is a weighted average price. The shares were sold in multiple transactions pursuant to the Rule 10b5-1 plan described above at prices ranging from \$4.95 to \$5.05, inclusive.

(4) The options vested in three installments of 33%, 33% and 34% on February 15, 2000, February 15, 2001, and February 15, 2002, respectively.

(5) Granted on February 15, 2000 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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