

Schulte Mark J
Form 4
March 06, 2008

FORM 4

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

OMB APPROVAL

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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 *
Schulte Mark J

(Last) (First) (Middle)

330 NORTH WABASH AVENUE, SUITE 1400

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Brookdale Senior Living Inc. [BKD]

3. Date of Earliest Transaction (Month/Day/Year)

03/04/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | V | 1,367 | D | \$ 24.5 712,793 D |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | | 400 | D | \$ 24.51 712,393 D |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | | 2,600 | D | \$ 24.52 709,793 D |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | | 3,000 | D | \$ 24.53 706,793 D |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | | 200 | D | \$ 24.54 706,593 D |

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| | | | | | | | |
|--------------|------------|-------------|--------|---|----------|---------|---|
| Common Stock | 03/04/2008 | <u>S(1)</u> | 3,100 | D | \$ 24.55 | 703,493 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 3,100 | D | \$ 24.56 | 700,393 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 2,700 | D | \$ 24.57 | 697,693 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 1,600 | D | \$ 24.58 | 696,093 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 2,500 | D | \$ 24.59 | 693,593 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 4,700 | D | \$ 24.6 | 688,893 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 4,800 | D | \$ 24.61 | 684,093 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 3,300 | D | \$ 24.62 | 680,793 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 4,300 | D | \$ 24.63 | 676,493 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 6,500 | D | \$ 24.64 | 669,993 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 3,000 | D | \$ 24.65 | 666,993 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 4,700 | D | \$ 24.66 | 662,293 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 5,300 | D | \$ 24.67 | 656,993 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 6,000 | D | \$ 24.68 | 650,993 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 16,876 | D | \$ 24.69 | 634,117 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 2,200 | D | \$ 24.7 | 631,917 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 800 | D | \$ 24.71 | 631,117 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 300 | D | \$ 24.72 | 630,817 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 2,500 | D | \$ 24.73 | 628,317 | D |
| Common Stock | 03/04/2008 | <u>S(1)</u> | 1,300 | D | \$ 24.74 | 627,017 | D |
| | 03/04/2008 | <u>S(1)</u> | 200 | D | | 626,817 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|-----|-------|-------|---------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 24.76 | | | |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | 900 | D | \$ | 625,917 | D |
| | | | | | | 24.77 | | |
| Common Stock | 03/04/2008 | | S ⁽¹⁾ | 400 | D | \$ | 625,517 | D |
| | | | | | | 24.78 | | |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | | | | | | |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|--|--|--|------|-----------|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Schulte Mark J 330 NORTH WABASH AVENUE SUITE 1400 CHICAGO, IL 60611 | X | | | |

Signatures

/s/ T. Andrew Smith, By Power of Attorney

03/06/2008

**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).
Represents the sale of shares to satisfy tax withholding obligations due upon the vesting of restricted stock previously granted to the reporting person. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

Remarks:

Exhibit List

Exhibit 24.1--Power of Attorney

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.