Brookdale Senior Living Inc.

Form 4

February 09, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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

Form 5 obligations may continue. 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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

02/05/2015

Stock

1. Name and Ac HICKS GEO	Symbol	2. Issuer Name and Ticker or Trading Symbol Brookdale Senior Living Inc. [BKD]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M			· ·	_	_	(Cho	eck all applicable	e)		
111 WESTW 400	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/05/2015				Director 10% Owner Officer (give title Other (specify below)					
	(Street)	4. If Ame	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				
BRENTWO	OD, TN 37027						Form filed by More than One Reporting Person				
(City)	(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)	on Date, if TransactionAcquired (A) or Code Disposed of (D)		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 Indirect Beneficial Ownership (Instr. 4)				
Common Stock	02/05/2015		A	5,078 (1)	A	\$0	185,482	D			
Common	02/05/2015		Δ	5,078	Δ	\$0	100 560	D			

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

A

(2)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

190,560

\$0

#### Edgar Filing: Brookdale Senior Living Inc. - Form 4

#### 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	TransactionNumber		Expiration D	ration Date		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 Nur of	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HICKS GEORGE T 111 WESTWOOD PLACE SUITE 400 **BRENTWOOD, TN 37027** 

**Executive Vice President** 

### **Signatures**

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

02/09/2015

\*\*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).
- Grant of time-based vesting restricted common stock under the Brookdale Senior Living Inc. 2014 Omnibus Incentive Plan (the "2014 **(1)** Plan").
- Grant of performance-based vesting restricted common stock under the 2014 Plan. Vesting will be based on achievement of performance goals established by the Compensation Committee. Any performance-based shares that do not vest at the conclusion of the applicable performance period will be forfeited.

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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