

ASSISTED LIVING CONCEPTS INC  
 Form 4/A  
 December 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Rhinelander Mel

2. Issuer Name and Ticker or Trading Symbol  
 ASSISTED LIVING CONCEPTS INC [ALC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/19/2008

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

35 PHEASANT LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/23/2008

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TORONTO, A6 M9A 1T5

(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	(A) or (D)	Price
Class A Common Stock	12/19/2008		S		67,000	D	\$ 4.38 <u>(1)</u>
Class A Common Stock	12/23/2008		S		45,700	D	\$ 3.97 <u>(2)</u>
Class A Common Stock					5,000	I	
Class A Common Stock					5,000	I	
							Child
							Spouse

Stock

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

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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 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Class B Common Stock	(3)					(3)	(3)	Class A Common Stock	2,150

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhineland Mel 35 PHEASANT LANE TORONTO, A6 M9A 1T5		X		

## Signatures

/s/ Melvin Rhineland  
12/29/2008  
\*\*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).
- (1) This amount represents the weighted average sale price for the transactions reported on this line. The actual sale prices ranged from \$4.28 to \$4.552. The reporting person hereby agrees to provide, upon request by the SEC staff, by the Issuer, or by any security holder of the

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Issuer, full information regarding the number of shares sold at each separate price.

- (2) This amount represents the weighted average sale price for the transactions reported on this line. The actual sale prices ranged from \$3.90 to \$4.26. The reporting person hereby agrees to provide, upon request by the SEC staff, by the Issuer, or by any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (3) Each share of Class B Common Stock is convertible at any time, at the holder's election, into 1.075 shares of Class A Common Stock, and has no expiration date. In addition, any shares of Class B Common Stock transferred to a person other than a permitted holder of Class B Common Stock, as provided in the Issuer's Amended and Restated Articles of Incorporation, will automatically convert into shares of Class A Common Stock on the same basis upon any such transfer.

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.