

JOHANNESSEN KEITH N
Form 4
March 08, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHANNESSEN KEITH N

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)
03/06/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & COO

DALLAS, TX 75254

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2013		D	(1) 1,038 D	\$ 0 277,828	D	
Common Stock	03/06/2013		A	(2) 40,000 A	\$ 0 317,828	D	
Common Stock	03/06/2013		A	(3) 40,000 A	\$ 0 357,828	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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
JOHANNESSEN KEITH N 14160 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X		President & COO	

Signatures

/s/ Keith N.
Johannessen 03/08/2013

____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 shares of performance-based restricted stock that were previously reported as beneficially owned by the reporting person but

(1) were subsequently forfeited due to the Company achieving 96.1% (but not 100%) of certain performance targets with respect to such shares for fiscal 2012.

Represents shares of restricted stock granted on March 6, 2013 under the Company's 2007 Omnibus Stock and Incentive Plan, which vest

(2) in three installments of 33%, 33% and 34% on March 6, 2014, March 6, 2015 and March 6, 2016, respectively, provided the Company satisfies certain performance measures with respect to fiscal 2013, fiscal 2014 and fiscal 2015.

Represents shares of restricted stock granted on March 6, 2013 under the Company's 2007 Omnibus Stock and Incentive Plan, which vest

(3) in three installments of 33%, 33% and 34% on March 6, 2014, March 6, 2015 and March 6, 2016, respectively.

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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