

COHEN LAWRENCE A

Form 4

March 29, 2018

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 *
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)
03/27/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & Vice Chairman of Board

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	03/27/2018		A	65,042 (1)	A \$ 0 933,487	D	
Common Stock	03/27/2018		A	97,562 (2)	A \$ 0 1,031,049	D	
Common Stock	03/27/2018		D	51 (3)	D \$ 0 1,030,998	D	
Common Stock	03/27/2018		D	2,509 (4)	D \$ 0 1,028,489	D	

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

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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. Number of Derivative Securities Beneficially Owned Following 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
COHEN LAWRENCE A 14160 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X CEO & Vice Chairman of Board

Signatures

/s/ Lawrence A.
Cohen 03/29/2018

__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) Represents shares of restricted stock granted on March 27, 2018 under the Company's 2007 Omnibus Stock and Incentive Plan, which vest in three installments of 33%, 33% and 34% on March 27, 2019, March 27, 2020 and March 27, 2021, respectively.
- (2) Represents shares of performance-based restricted stock granted on March 27, 2018 under the Company's 2007 Omnibus Stock and Incentive Plan, which vest subject to the satisfaction of certain performance conditions upon the later of (i) the third anniversary of the grant date or (ii) the date that the Compensation Committee of the Company's Board certifies that such performance conditions have been satisfied.
- (3) Represents shares of performance-based restricted stock that were previously reported as beneficially owned by the reporting person as of February 27, 2015, but were subsequently forfeited due to the Company achieving 99.7% (but not 100%) of the performance target with

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respect to such shares for fiscal 2017.

- Represents shares of performance-based restricted stock that were previously reported as beneficially owned by the reporting person as of
- (4) February 24, 2016, but were subsequently forfeited due to the Company achieving 90.1% (but not 100%) of the performance target with respect to such shares for fiscal 2017.

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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