Edgar Filing: Brookdale Senior Living Inc. - Form 4

Brookdale Se Form 4 February 07,	enior Living Inc. 2014										
OMB APPROVAL											
	UNITED S	ITIES AND EXCHANGE CO hington, D.C. 20549				OMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont	6. Filed pursu inue. Section 17(a)	STATEMENT OF CHANGES IN SECU Filed pursuant to Section 16(a) of t Section 17(a) of the Public Utility Ho 20(b) of the Investment				xchang Act c	burden hou response	Estimated average burden hours per response 0.5			
<i>See</i> Instru 1(b).	iction	50(ii) of the in	vestment	company	y 1101	. 01 17	-10				
(Print or Type F	Responses)										
Fenoglio Edward A. Syn			2. Issuer Name and Ticker or Trading Symbol Brookdale Senior Living Inc. [BKD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mie	ddle) 3. Date of	3. Date of Earliest Transaction (Check								
			(Month/Day/Year) 02/05/2014				Director 10% Owner X Officer (give title Other (specify below) below) Division President				
	(Street)	et) 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
BRENTWO	OD, TN 37027						Form filed by I Person				
(City)	(State) (Z	^{Zip)} Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Disposed of (D)			SecuritiesIBeneficially()OwnedIFollowing()	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common	02/05/2014			Amount 7,332	. ,	Price \$ 0	Reported Transaction(s) (Instr. 3 and 4)	D			
Stock	02/03/2014		А	(1)	А	\$ U	84,019	D			
Common Stock	02/05/2014		А	6,664 (2)	A	\$0	90,683	D			

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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				
Fenoglio Edward A. 111 WESTWOOD PLACE SUITE 400 BRENTWOOD, TN 37027			Division President					
Signatures								
/s/ Chad C. White, By Power o Attorney	02/07/2014							
<u>**</u> Signature of Reporting Person		Da	te					

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) Grant of restricted Common Stock under the Brookdale Senior Living Inc. Omnibus Stock Incentive Plan. The shares shall vest ratably in four installments on February 27, 2015, February 27, 2016, February 27, 2017 and February 27, 2018.

Grant of restricted Common Stock under the Brookdale Senior Living Inc. Omnibus Stock Incentive Plan. Up to 75% of the shares shall vest on February 27, 2017 and up to 25% of the shares shall vest on February 27, 2018, in each case dependent upon the level of achievement of performance goals established for each tranche by the Compensation Committee. Any performance-based shares which do not vest in any tranche 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.