

Brookdale Senior Living Inc.  
Form 4  
August 26, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**SHERIFF W E**

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) (Middle)  
**111 WESTWOOD PLACE, SUITE 400**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/22/2013**

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

(Street)  
**BRENTWOOD, TN 37027**

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

(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 Indirect Ownership (Instr. 4) |            |         |   |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|------------|---------|---|-----------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price      |         |   |                 |
| Common Stock                    | 08/22/2013                           |  | S <sup>(1)</sup>               |   | 39,950  | D  |  | \$ 26.0883 | 484,191 | D |                 |
| Common Stock                    | 08/22/2013                           |  | S                              |   | 30,236  | D  |  | \$ 26.1633 | 453,955 | D |                 |
| Common Stock                    | 08/23/2013                           |  | S                              |   | 29,814  | D  |  | \$ 25.8759 | 424,141 | D |                 |
| Common Stock                    |                                      |  |                                |   |   |  |  |            | 22,000  | I | By W.E. Sheriff |

|              |  |         |   |   |
|--------------|--|---------|---|---|
| Common Stock |  | 118,387 | I | Family Partnership<br>By Sheriff Financial, LLC |
|--------------|--|---------|---|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHERIFF W E<br>111 WESTWOOD PLACE<br>SUITE 400<br>BRENTWOOD, TN 37027 | X             |           |         |       |

## Signatures

/s/ Chad C. White, By Power of Attorney 08/26/2013

\*\*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).

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

- (1) Represents the sale of shares to satisfy tax withholding obligations due upon the vesting and payout of restricted stock units previously granted to the reporting person. The sale was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

This transaction was executed in multiple trades at prices ranging from \$25.8036 to \$26.51. The price reported above reflects the

- (2) weighted average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

This transaction was executed in multiple trades at prices ranging from \$25.80 to \$26.52. The price reported above reflects the weighted

- (3) average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

This transaction was executed in multiple trades at prices ranging from \$25.69 to \$26.13. The price reported above reflects the weighted

- (4) average sale price. The reporting person hereby undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

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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