

Brookdale Senior Living Inc.
Form 4
September 03, 2008

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 *
Fortress Investment Group LLC

(Last) (First) (Middle)

1345 AVENUE OF THE
AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Brookdale Senior Living Inc. [BKD]

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

08/29/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/29/2008		S		300	D	\$ 22.31	124,700	I	Drawbridge Global Macro Master Fund Ltd. ⁽¹⁾ ⁽²⁾ ⁽³⁾
Common Stock	08/29/2008		S		1,900	D	\$ 22.3	122,800	I	Drawbridge Global Macro Master Fund Ltd. ⁽¹⁾ ⁽²⁾ ⁽³⁾
Common Stock	08/29/2008		S		1,600	D	\$ 22.29	121,200	I	Drawbridge Global Macro Master Fund Ltd. ⁽¹⁾ ⁽²⁾ ⁽³⁾

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Common Stock	08/29/2008	S	700	D	\$ 22.28	120,500	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	300	D	\$ 22.2475	120,200	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	200	D	\$ 22.2425	120,000	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	500	D	\$ 22.24	119,500	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	300	D	\$ 22.2375	119,200	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	100	D	\$ 22.235	119,100	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	600	D	\$ 22.2325	118,500	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	900	D	\$ 22.23	117,600	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	100	D	\$ 22.2275	117,500	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	4,600	D	\$ 22.225	112,900	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	1,200	D	\$ 22.2225	111,700	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
	08/29/2008	S	23,700	D	\$ 22.22	88,000	I	

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Common Stock								Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	100	D	\$ 22.2175	87,900	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	3,800	D	\$ 22.215	84,100	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	22,300	D	\$ 22.21	61,800	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	500	D	\$ 22.2075	61,300	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock						17,600,867	I	RIC Coinvestment Fund LP <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock						826,292	I	Fortress Brookdale Investment Fund LLC <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock						12,500	I	Drawbridge Special Opportunities Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(5)</u>
Common Stock						112,500	I	Drawbridge Special Opportunities Fund LP <u>(1)</u> <u>(2)</u> <u>(6)</u>
Common Stock						33,228,000	I	FIT Brookdale Holdings LLC <u>(1)</u> <u>(2)</u> <u>(7)</u>
Common Stock						1,702,708	I	Fortress Registered Investment

Common Stock	7,400,000	I	Trust <u>(1)</u> <u>(2)</u> <u>(8)</u> FRIT Holdings LLC <u>(1)</u> <u>(2)</u> <u>(8)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X
FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X
FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X
Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X

Remarks:

This is the first of two Form 4's filed by the reporting persons on the same date.

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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