

GOODPASTER ROB L
Form 4
May 15, 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 *
GOODPASTER ROB L

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)
05/13/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President - Marketing

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/13/2013		M	5,120 A \$ 6.3	23,600	D	
Common Stock	05/13/2013		S ⁽¹⁾	5,120 D \$ 25.92	18,480	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. 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. Amount or Number of Shares
Common Stock Option (right to purchase)	\$ 6.3	05/13/2013		M	5,120	⁽³⁾ 12/03/2013	Common Stock	5,120

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
GOODPASTER ROB L 14160 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254			Vice President - Marketing

Signatures

/s/ Rob L.
Goodpaster 05/15/2013

**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).
- (1) As indicated in the table above, the options were scheduled to expire on December 3, 2013 if not exercised prior to such date.
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.92 to \$25.96, inclusive. The reporting person undertakes to provide Capital Senior Living Corporation, any stockholder of Capital Senior Living Corporation, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The options vested in three installments of 33%, 33% and 34% on December 4, 2004, December 4, 2005 and December 4, 2006, respectively.
- (4) Granted on December 4, 2003 pursuant to the Capital Senior Living 1997 Omnibus Stock Incentive Plan.

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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