

Brookdale Senior Living Inc.  
Form 4  
November 08, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
EDENS WESLEY R

(Last) (First) (Middle)

C/O FORTRESS INVESTMENT GROUP LLC, 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)

11/08/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/08/2010                           |  | S                              |   | 979,688   | D  | \$ 18.76  |
| Common Stock                    | 11/08/2010                           |  | S                              |   | 9,518,178   | D  | \$ 18.76  |
| Common Stock                    | 11/08/2010                           |  | S                              |   | 542,758   | D  | \$ 18.76  |
| Common Stock                    |                                      |  |                                |   |   |  | 3,026,435   |
|                                 |                                      |  |                                |   |   | I  | Fortress Investment                                   |
|                                 |                                      |  |                                |   |   | I  | Fort GB Holdings LLC (1) (2)                          |
|                                 |                                      |  |                                |   |   | I  | FABP (GAGACQ) LP (1) (2)                              |

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|              |           |   |  |
|--------------|-----------|---|--|
| Common Stock | 1,222,077 | I | Fund IV (Fund A) L.P. <u>(1)</u> <u>(3)</u><br>Fortress Investment Fund IV (Fund B) L.P. <u>(1)</u> <u>(3)</u> |
| Common Stock | 289,968   | I | Fortress Investment Fund IV (Fund C) L.P. <u>(1)</u> <u>(3)</u>  |
| Common Stock | 1,810,004 | I | Fortress Investment Fund IV (Fund D) L.P. <u>(1)</u> <u>(3)</u>  |
| Common Stock | 211,916   | I | Fortress Investment Fund IV (Fund E) L.P. <u>(1)</u> <u>(3)</u>  |
| Common Stock | 95,084    | I | Fortress Investment Fund IV (Fund F) L.P. <u>(1)</u> <u>(3)</u>  |
| Common Stock | 114,081   | I | Fortress Investment Fund IV (Fund G) L.P. <u>(1)</u> <u>(3)</u>  |
| Common Stock | 790,673   | I | Fortress Investment Fund IV (Coinvestment Fund A) L.P. <u>(1)</u> <u>(3)</u>                                   |
| Common Stock | 492,823   | I | Fortress Investment Fund IV (Coinvestment Fund B) L.P. <u>(1)</u> <u>(3)</u>                                   |
| Common Stock | 98,164    | I | Fortress Investment Fund IV (Coinvestment Fund C) L.P. <u>(1)</u> <u>(3)</u>                                   |
| Common Stock | 473,183   | I | Fortress Investment  |

|                 |  |  |  |  |           |   |  |   |
|-----------------|--|--|--|--|-----------|---|--|---|
|                 |  |  |  |  |           |   |  | Fund IV<br>(Coinvestment<br>Fund D) L.P.<br><u>(1) (3)</u>                                  |
| Common<br>Stock |  |  |  |  | 40,635    | I |  | Fortress<br>Investment<br>Fund IV<br>(Coinvestment<br>Fund F) L.P. <u>(1)</u><br><u>(3)</u> |
| Common<br>Stock |  |  |  |  | 135,391   | I |  | Fortress<br>Investment<br>Fund IV<br>(Coinvestment<br>Fund G) L.P.<br><u>(1) (3)</u>        |
| Common<br>Stock |  |  |  |  | 8,793,392 | I |  | Fortress RIC<br>Coinvestment<br>Fund LP <u>(1) (4)</u>                                      |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

EDENS WESLEY R  
C/O FORTRESS INVESTMENT GROUP LLC  
1345 AVENUE OF THE AMERICAS, 46TH FLOOR  
NEW YORK, NY 10105

X

## Signatures

/s/ Wesley R.  
Edens

11/08/2010

\*\*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) Wesley Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by Fortress Investment Group LLC ("FIG") or its affiliates. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

(2) Fort GB Holdings LLC is a wholly-owned subsidiary of Fortress (GAGACQ) LLC. Fortress Fund MM II LLC is the managing member of Fortress (GAGACQ) LLC and the general partner of FABP (GAGACQ) LP. FIG LLC is the sole managing member of Fortress Fund MM II LLC. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG

(3) FIG LLC is the investment manager of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., and Fortress Investment Fund IV (Coinvestment Fund G) L.P. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(4) FIG LLC is the investment manager of Fortress RIC Coinvestment Fund LP. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

### Remarks:

The reporting person may be deemed to be part of a group that owns more than 10% of the outstanding common stock of the issuer.

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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