CAPITAL SENIOR LIVING CORP

Form 4 March 03, 2017

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

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * HENDRICKSON CAREY P

(Middle)

CAPITAL SENIOR LIVING CORP [CSU]

3. Date of Earliest Transaction

14160 DALLAS

PARKWAY, SUITE 300

DALLAS, TX 75254

(First)

(Street)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Symbol

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

03/01/2017

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below) Senior Vice President & CFO

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

X Form filed by One Reporting Person Form filed by More than One Reporting

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	(=======)	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
, , ,		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
		•			Following	(Instr. 4)	(Instr. 4)		
				(A)	Reported				
				(A) or	Transaction(s)				
			Code V		(Instr. 3 and 4)				
Common Stock	03/01/2017		D	125 (1) D \$	0 141,915	D			
Common Stock	03/01/2017		D	583 (2) D \$	0 141,332	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HENDRICKSON CAREY P 14160 DALLAS PARKWAY **SUITE 300** DALLAS, TX 75254

Senior Vice President & CFO

Signatures

/s/ Carey P.

Hendrickson 03/03/2017

**Signature of Reporting 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).
- Represents shares of performance-based restricted stock that were previously reported as beneficially owned by the reporting person as of (1) August 4, 2014, but were subsequently forfeited due to the Company achieving 97.8% (but not 100%) of the performance target with respect to such shares for fiscal 2016.
- Represents shares of performance-based restricted stock that were previously reported as beneficially owned by the reporting person as of (2) February 24, 2016, but were subsequently forfeited due to the Company achieving 95.4% (but not 100%) of the performance target with respect to such shares for fiscal 2016.

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.

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