

Schulte Mark J
Form 4
March 06, 2008

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 *
Schulte Mark J

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)
330 NORTH WABASH AVENUE, SUITE 1400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2008

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

CHICAGO, IL 60611

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/04/2008		S(1)	V	1,367 \$ 24.5	D	712,793
Common Stock	03/04/2008		S(1)		400 \$ 24.51	D	712,393
Common Stock	03/04/2008		S(1)		2,600 \$ 24.52	D	709,793
Common Stock	03/04/2008		S(1)		3,000 \$ 24.53	D	706,793
Common Stock	03/04/2008		S(1)		200 \$ 24.54	D	706,593

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Common Stock	03/04/2008	<u>S(1)</u>	3,100	D	\$ 24.55	703,493	D
Common Stock	03/04/2008	<u>S(1)</u>	3,100	D	\$ 24.56	700,393	D
Common Stock	03/04/2008	<u>S(1)</u>	2,700	D	\$ 24.57	697,693	D
Common Stock	03/04/2008	<u>S(1)</u>	1,600	D	\$ 24.58	696,093	D
Common Stock	03/04/2008	<u>S(1)</u>	2,500	D	\$ 24.59	693,593	D
Common Stock	03/04/2008	<u>S(1)</u>	4,700	D	\$ 24.6	688,893	D
Common Stock	03/04/2008	<u>S(1)</u>	4,800	D	\$ 24.61	684,093	D
Common Stock	03/04/2008	<u>S(1)</u>	3,300	D	\$ 24.62	680,793	D
Common Stock	03/04/2008	<u>S(1)</u>	4,300	D	\$ 24.63	676,493	D
Common Stock	03/04/2008	<u>S(1)</u>	6,500	D	\$ 24.64	669,993	D
Common Stock	03/04/2008	<u>S(1)</u>	3,000	D	\$ 24.65	666,993	D
Common Stock	03/04/2008	<u>S(1)</u>	4,700	D	\$ 24.66	662,293	D
Common Stock	03/04/2008	<u>S(1)</u>	5,300	D	\$ 24.67	656,993	D
Common Stock	03/04/2008	<u>S(1)</u>	6,000	D	\$ 24.68	650,993	D
Common Stock	03/04/2008	<u>S(1)</u>	16,876	D	\$ 24.69	634,117	D
Common Stock	03/04/2008	<u>S(1)</u>	2,200	D	\$ 24.7	631,917	D
Common Stock	03/04/2008	<u>S(1)</u>	800	D	\$ 24.71	631,117	D
Common Stock	03/04/2008	<u>S(1)</u>	300	D	\$ 24.72	630,817	D
Common Stock	03/04/2008	<u>S(1)</u>	2,500	D	\$ 24.73	628,317	D
Common Stock	03/04/2008	<u>S(1)</u>	1,300	D	\$ 24.74	627,017	D
	03/04/2008	<u>S(1)</u>	200	D		626,817	D

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Common Stock					\$			
					24.76			
Common Stock	03/04/2008		S ⁽¹⁾	900	D	\$	625,917	D
						24.77		
Common Stock	03/04/2008		S ⁽¹⁾	400	D	\$	625,517	D
						24.78		

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.

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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. Price of Derivative Security (Instr. 5)	9. Nu
				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
Schulte Mark J 330 NORTH WABASH AVENUE SUITE 1400 CHICAGO, IL 60611	X			

Signatures

/s/ T. Andrew Smith, By Power of Attorney

03/06/2008

**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).
Represents the sale of shares to satisfy tax withholding obligations due upon the vesting of restricted stock previously granted to the reporting person. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

Remarks:

Exhibit List

Exhibit 24.1--Power of Attorney

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.