

Brookdale Senior Living Inc.
Form 4
July 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
EDENS WESLEY R

(Last) (First) (Middle)
1345 AVENUE OF THE AMERICAS
(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)
07/25/2006

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)
Chairman of the Board of Dir.

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/25/2006 | | P | | 17,600,867 | A | \$ 36.93 |
| | | | | | 17,600,867 | I | By RIC Coinvestment Fund LP ⁽¹⁾ |
| Common Stock | | | | | 18,750 | I | By Drawbridge Special Opportunities Fund Ltd. ⁽²⁾ |
| Common Stock | | | | | 106,250 | I | By Drawbridge Special Opportunities |

Edgar Filing: Brookdale Senior Living Inc. - Form 4

| Class of Security | Quantity | Code | Holder |
|-------------------|------------|------|--|
| Common Stock | 125,000 | I | Fund LP ⁽³⁾ By Drawbridge Global Macro Master Fund Ltd. ⁽⁴⁾ |
| Common Stock | 13,228,000 | I | by FIT-ALT Investor LLC ⁽⁵⁾ ⁽⁶⁾ |
| Common Stock | 20,000,000 | I | By FIT Holding LLC ⁽⁵⁾ ⁽⁶⁾ |
| Common Stock | 1,702,708 | I | By Fortress Registered Investment Trust ⁽⁵⁾ ⁽⁶⁾ |
| Common Stock | 7,400,000 | I | FRIT Holdings LLC ⁽⁵⁾ ⁽⁶⁾ |
| Common Stock | 49,200 | D | |

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.

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 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 |
| EDENS WESLEY R 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105 | X | | | Chairman of the Board of Dir. |

Signatures

/s/ Wesley R.
Edens

07/25/2006

__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) Shares ("Shares") of common stock of Brookdale Senior Living Inc. purchased pursuant to the Investment Agreement, dated as of May 12, 2006, between Brookdale Senior Living Inc. and RIC Coinvestment Fund LP. FIG Advisors LLC is the investment advisor of RIC Coinvestment Fund LP and may be deemed to beneficially own the shares of common stock listed as beneficially owned by RIC Coinvestment Fund LP. FIG Advisors is a wholly-owned subsidiary of Fortress Investment Group LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Wesley R. Edens disclaims beneficial ownership of all reported Shares except to the extent of his pecuniary interest therein, if any.
- (2) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund Ltd. and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund Ltd. Fortress Investment Group LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Wesley R. Edens disclaims beneficial ownership of all reported Shares except to the extent of his pecuniary interest therein, if any.
- (3) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund LP and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund LP. Fortress Investment Group LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Wesley R. Edens disclaims beneficial ownership of all reported Shares except to the extent of his pecuniary interest therein, if any.
- (4) Drawbridge Global Macro Master Fund Ltd. is 100% owned by Drawbridge Global Macro Fund LP and Drawbridge Global Macro Fund Ltd. Drawbridge Global Macro Advisors LLC is the investment manager of each of Drawbridge Global Macro Fund LP and Drawbridge Global Macro Fund Ltd. Fortress Investment Group LLC is the sole managing member of Drawbridge Global Macro Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Wesley R. Edens disclaims beneficial ownership of all reported Shares except to the extent of his pecuniary interest therein, if any.
- (5) FIT-ALT Investor LLC is a wholly-owned subsidiary of FIT Holdings LLC, which is a wholly-owned subsidiary of Fortress Investment Trust II, which is a wholly-owned subsidiary of Fortress Investment Fund II LLC. Fortress Investment Fund II LLC is managed by its managing member, Fortress Fund MM II LLC, which is managed by its managing member, Fortress Investment Group LLC. FRIT Holdings LLC is a wholly owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member, Fortress Fund MM LLC, which is managed by its managing member, Fortress Investment Group LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC. Each reporting person disclaims beneficial ownership of all reported Shares except to the extent of its pecuniary interest therein, if any.
- (6) Fortress Investment Holdings LLC is an entity that is owned by certain individuals, including Wesley R. Edens, who is Chairman of the board of Brookdale Senior Living Inc. By virtue of his ownership interests in Fortress Investment Holdings LLC, Wesley R. Edens may be deemed to beneficially own the shares listed as beneficially owned by Fortress Investment Holdings LLC.

Edgar Filing: Brookdale Senior Living Inc. - Form 4

Wesley R. Edens disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any, and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or any other purpose.

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.