

Rhinelander Mel  
Form 4  
May 06, 2009

**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 \*  
Rhinelander Mel

2. Issuer Name and Ticker or Trading Symbol  
ASSISTED LIVING CONCEPTS INC [ALC]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
35 PHEASANT LANE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2009

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

TORONTO, A6 M9A 1T5  
(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	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Tandem Stock Option/SARs (right to buy) <u>(1)</u>	\$ 32.1 <u>(2)</u>								05/05/2009 <sup>(3)</sup>	05/05/2013	Class A Common Stock	4,
Tandem Stock Option/SARs (right to buy) <u>(4)</u>	\$ 16.54	05/04/2009	A	4,000					04/30/2010 <sup>(5)</sup>	04/30/2014	Class A Common Stock	4,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhineland Mel 35 PHEASANT LANE TORONTO, A6 M9A 1T5		X		

## Signatures

/s/ Melvin  
Rhineland  
05/06/2009  
\*\*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).
- Awards of tandem non-qualified stock options and stock appreciation rights for shares of the Issuer's Class A Common Stock
- (1) ("Options/SAR's") approved on May 5, 2008. The exercise price is the closing price of the Issuer's Class A Common Stock on the New York Stock Exchange on May 7, 2008, the second business day following the Issuer's public release of quarterly financial results.
  - (2) These option/SARs were previously reported as covering 20,000 shares at an exercise price of \$6.42 per share, but were adjusted to reflect the one-for-five reverse stock split that occurred on March 16, 2009.
  - (3) The Options/SARs vest in three equal annual installments beginning on May 5, 2009.
  - (4) Award of Option/SARs approved on April 30, 2009. The exercise price is the average of the high and low trading prices of the Issuer's Class A Common Stock on the New York Stock Exchange on May 4, 2009, the second business day following the Issuer's public release of quarterly financial results.

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(5) The Options/SARs vest in three equal annual installments beginning on April 30, 2010.

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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