

CAPITAL SENIOR LIVING CORP

Form 4

May 16, 2008

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

OMB APPROVAL

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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 *
Martin Peter

(Last) (First) (Middle)

ONE MARITIME PLAZA, SUITE
1555

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolCAPITAL SENIOR LIVING CORP
[CSU]3. Date of Earliest Transaction
(Month/Day/Year)

05/15/2008

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	05/15/2008		P		3,500	A	\$ 8.26	461,650	I	See Note (1)
Common Stock	05/15/2008		P		1,900	A	\$ 8.27	461,650	I	See Note (1)
Common Stock	05/15/2008		P		100	A	\$ 8.28	461,650	I	See Note (1)
Common Stock	05/15/2008		P		200	A	\$ 8.29	461,650	I	See Note (1)
Common Stock	05/15/2008		P		200	A	\$ 8.3	461,650	I	See Note (1)

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Common Stock	05/15/2008	P	400	A	\$ 8.31	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	100	A	\$ 8.34	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,000	A	\$ 8.36	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.37	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,100	A	\$ 8.38	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.39	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	300	A	\$ 8.4	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	600	A	\$ 8.41	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	100	A	\$ 8.42	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	600	A	\$ 8.46	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,300	A	\$ 8.47	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.48	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	300	A	\$ 8.51	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	800	A	\$ 8.52	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	100	A	\$ 8.53	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.54	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,950	A	\$ 8.55	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.57	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	600	A	\$ 8.58	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	300	A	\$ 8.59	461,650	I	See Note <u>(1)</u>
	05/15/2008	P	100	A	\$ 8.6	461,650	I	

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Common Stock								See Note (1)
Common Stock	05/15/2008	P	500	A	\$ 8.63	461,650	I	See Note (1)
Commo Stock						550	D	

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 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 Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Martin Peter ONE MARITIME PLAZA SUITE 1555 SAN FRANCISCO, CA 94111	X

Signatures

/s/ Peter L.
Martin 05/16/2008

**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).

Held directly by investment limited partnerships of which Matthes Capital Management, LLC, a California limited liability company ("MCM") is general partner, and investment funds and other client accounts of which MCM is investment adviser. Mr. Martin is an

- (1) employee of MCM. Mr. Martin and MCM constitute a group within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended, but disclaim membership in a group with any other person. Each of Mr. Martin and MCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

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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