Brookdale Senior Living Inc.
Form 4
May 19, 2010

FORM 4

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
EDENS WESLEY R

(Last) (First) (Middle)

C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(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)
05/17/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Benefici Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/17/2010		S		1,114,785	D	$ 18.36	1,903,067	D	
Common Stock	05/17/2010		S		6,353,246	D	$ 18.36	9,518,178	I	Fort GB Holdings LL (1) (2)
Common Stock	05/17/2010		S		362,284	D	$ 18.36	542,758	I	FABP (GAGACQ) LP (1) (2)
Common Stock	05/17/2010		S		74,436	D	$ 18.36	0	I	Drawbridge DSO Securiti LLC (1) (3)

Common Stock	05/17/2010	S	10,740	D	$ 18.36	0	I	Drawbridge OSO Securiti LLC (1) (3)
Common Stock						3,026,435	I	Fortress Investment Fund IV (Fun A) L.P. (1) (4)
Common Stock						1,222,077	I	Fortress Investment Fund IV (Fun B) L.P. (1) (4)
Common Stock						289,968	I	Fortress Investment Fund IV (Fun C) L.P. (1) (4)
Common Stock						1,810,004	I	Fortress Investment Fund IV (Fun D) L.P. (1) (4)
Common Stock						211,916	I	Fortress Investment Fund IV (Fun E) L.P. (1) (4)
Common Stock						95,084	I	Fortress Investment Fund IV (Fun F) L.P. (1) (4)
Common Stock						114,081	I	Fortress Investment Fund IV (Fun G) L.P. (1) (4)
Common Stock						790,673	I	Fortress Investment Fund IV (Coinvestmen Fund A) L.P. (1) (4)
Common Stock						492,823	I	Fortress Investment Fund IV (Coinvestmen Fund B) L.P. (1) (4)
Common Stock						98,164	I	Fortress Investment Fund IV (Coinvestmen Fund C) L.P. (1) (4)

Common Stock	473,183	I	Fortress Investment Fund IV (Coinvestmen Fund D) L.P. (1) (4)
Common Stock	40,635	I	Fortress Investment Fund IV (Coinvestmen Fund F) L.P. (4)
Common Stock	135,391	I	Fortress Investment Fund IV (Coinvestmen Fund G) L.P. (1) (4)
Common Stock	8,793,392	I	Fortress RIC Coinvestment Fund LP (1) (5

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				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 C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X			

Signatures

/s/ Wesley R. Edens	05/19/2010
**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)	Wesley Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by Fortress Investment Group LLC ("FIG") or its affiliates. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.
(2)	Fort GB Holdings LLC is a wholly-owned subsidiary of Fortress (GAGACQ) LLC. Fortress Fund MM II LLC is the managing member of Fortress (GAGACQ) LLC and the general partner of FABP (GAGACQ) LP. FIG LLC is the sole managing member of Fortress Fund MM II LLC. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG
(3)	Drawbridge DSO Securities LLC is a wholly-owned subsidiary of Drawbridge Special Opportunities Fund LP ("Drawbridge LP"). Drawbridge OSO Securities LLC is a wholly-owned subsidiary of Drawbridge Special Opportunities Fund Ltd. ("Drawbridge Ltd"). Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge LP and Drawbridge Ltd. FIG LLC is the 100% owner of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
(4)	FIG LLC is the investment manager of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., and Fortress Investment Fund IV (Coinvestment Fund G) L.P. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.
(5)	FIG LLC is the investment manager of Fortress RIC Coinvestment Fund LP. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

Remarks:

The reporting person may be deemed to be part of a group that owns more than 10% of the outstanding common stock

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.