

Brookdale Senior Living Inc.

Form 4

July 27, 2006

FORM 4**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

OMB APPROVAL

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(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 Beneficial 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

								Fund LP ⁽³⁾
Common Stock					125,000	I		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.

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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)	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.

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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.

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