

CAPITAL SENIOR LIVING CORP
 Form 4
 May 16, 2008

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

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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

2. Issuer Name and Ticker or Trading Symbol
 CAPITAL SENIOR LIVING CORP [CSU]

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

(Last) (First) (Middle)
 ONE MARITIME PLAZA, SUITE 1555
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2008

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

SAN FRANCISCO, CA 94111

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

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------------|
| | | | 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.

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. Nu... Deriv... Secur... Bene... Owne... Follo... Repor... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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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