

FORM 4

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

| | |
|--|-------------------|
| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Expires: | November 30, 2011 |
| Estimated average burden hours per response... | 0.5 |

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 * Brickman, David R. | | | 2. Issuer Name and Ticker or Trading Symbol Capital Senior Living Corporation [CSU] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP General Counsel & Secretary | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/07/2011 | | | | | |
| 14160 Dallas Parkway, Suite 300 | | | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| Dallas, TX 75254 | | | | | | | | |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|---|---|-----------------------------------|---|--|-------------------------|--|---|--|
| | | | Code | V | Amount | (A) or (D) Price | | | |
| Common Stock | 03/07/2011 | | M | | 24,000 | A \$1.8 | 83,900 | D | |
| Common Stock | 03/07/2011 | | S ⁽¹⁾ | | 24,000 | D \$9.48 ⁽²⁾ | 59,900 | 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.

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, or Price (in U.S. Dollars) of Derivative Securities | 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 | 10. Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|
|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|

| | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Following Reported Transaction (s) (Instr. 4) | or Indirect (I) (Instr. 4) | |
|---|-------|------------|--|--|---|--------|-----|------------------|-----------------|--------------|----------------------------|---|----------------------------|---|
| | | | | Code | V | (A) | (D) | | | | | | | |
| Common Stock Option (right to purchase) | \$1.8 | 03/07/2011 | | M | | 24,000 | | (3) | 09/21/2011 | Common Stock | 24,000 | (4) | 0 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brickman, David R. 14160 Dallas Parkway Suite 300 Dallas, TX 75254 | | | VP General Counsel & Secretary | |

Signatures

/s/ David R. Brickman

03/08/2011

**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) The sales reported in this Form 4 were effected pursuant to a previously adopted Rule 10b5-1 trading plan, which terminated upon the exercise of the stock options and the sale of the underlying shares. As indicated in the above table, the options were scheduled to expire on September 21, 2011 if not exercised prior to such date.

(2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$9.31 to \$9.61, inclusive. The reporting person undertakes to provide Capital Senior Living Corporation, any stockholder of Capital Senior Living Corporation, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) The options vested in three installments of 33%, 33% and 34% on September 21, 2002, September 21, 2003, and September 21, 2004, respectively.
- (4) Granted on September 21, 2001 pursuant to the Capital Senior Living Corporation 1997 Omnibus Stock Incentive Plan.

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.