

FORM 4

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

OMB APPROVAL

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

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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* Goodpaster, Rob L. (Last) (First) (Middle) 14160 Dallas Parkway, Suite 300 (Street) Dallas, TX 75254 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Capital Senior Living Corporation [CSU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Vice President - Marketing _____
3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 8/14/2008		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
4. If Amendment, Date Original Filed (Month/Day/Year)		

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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 Bene- ficial Owner- ship (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/14/2008		M		21,678	A	\$6.30	27,678 (1)	D	
Common Stock	8/14/2008		S		10,020	D	\$8.14	17,658	D	
Common Stock	8/14/2008		S		1,200	D	\$8.13	16,458	D	
Common Stock	8/14/2008		S		1,000	D	\$8.12	15,458	D	
Common Stock	8/14/2008		S		4,558	D	\$8.10	10,900	D	
Common Stock	8/14/2008		S		4,900	D	\$8.10	6,000	D	
Common Stock	8/15/2008		M		14,322	A	\$6.30	20,322 (2)	D	

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

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Common Stock	8/15/2008		S		5,942	D	\$8.20	14,380	D	
Common Stock	8/15/2008		S		100	D	\$8.21	14,280	D	
Common Stock	8/15/2008		S		11,300	D	\$8.34	2,980	D	
Common Stock	8/15/2008		S		1,000	D	\$8.36	1,980 (3)	D	

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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Option (right to purchase)	\$6.30	8/14/2008		M			21,678	(4)	12/03/2013	Common Stock	21,678	(5)	19,442	D	
Common Stock Option (right to purchase)	\$6.30	8/15/2008		M			14,322	(4)	12/03/2013	Common Stock	14,322	(5)	5,120	D	

Explanation of Responses:

- (1) Includes 21,678 options exercised on August 14, 2008 and 6,000 shares of restricted stock granted on July 1, 2005, 67% of which has vested in two installments of 34% and 33% on September 1, 2006 and November 1, 2007. The remaining 33% of the shares granted pursuant to the July 1, 2005 restricted stock grant will vest on January 1, 2009.
- (2) Includes 14,322 options exercised on August 15, 2008 and 6,000 shares of restricted stock granted on July 1, 2005 that vests as described in footnote 1.
- (3) Shares of restricted stock granted on July 1, 2005, which will vest on January 1, 2009.
- (4) The options vested in three installments of 33%, 33% and 34% on December 3, 2003, December 3, 2004 and February 10, 2005, respectively.
- (5) Granted on December 3, 2003 pursuant to the Capital Senior Living 1997 Omnibus Stock Incentive Plan.

/s/ Rob L. Goodpaster 8/18/2008

**Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of fact constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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