

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* JOHANNESSEN KEITH N. <small>(Last) (First) (Middle)</small> 14160 DALLAS PARKWAY, SUITE 300 <small>(Street)</small> DALLAS TX 75254 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CAPITAL SENIOR LIVING CORP [CSU]	5. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>PRESIDENT & COO</u></p>
3. Date of Earliest Transaction Required to be Reported <small>(Month/Day/Year)</small> <p style="text-align: center;">05/20/08</p>		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 <small>(Instr. 3)</small>	2. Trans- action Date <small>(Month/ Day/ Year)</small>	2A. Deemed Execution Date, if any <small>(Month/ Day/ Year)</small>	3. Trans- action Code <small>(Instr. 8)</small>		4. Securities Acquired (A) or Disposed of (D) <small>(Instr. 3, 4 and 5)</small>			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <small>(Instr. 3 and 4)</small>	6. Ownersh ip Form: Direct (D) or Indirect (I) <small>(Instr. 4)</small>	7. Nature of Indirect Bene- ficial Owner- ship <small>(Instr. 4)</small>
			<small>Code</small>	<small>V</small>	<small>Amount</small>	<small>(A) or (D)</small>	<small>Price</small>			
Common Stock	05/20/08		S		700 (1)	D	\$8.64	42,200	D	
Common Stock	05/20/08		S		100 (1)	D	\$8.62	42,100	D	
Common Stock	05/20/08		S		500 (1)	D	\$8.60	41,600	D	
Common Stock	05/20/08		S		1,000 (1)	D	\$8.56	40,600	D	
Common Stock	05/20/08		S		7,700 (1)	D	\$8.55	32,900	D	

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

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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 (Direct (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				

Explanation of Responses:

(1) A tranche of restricted stock owned by the reporting person has vested and the shares being sold by the reporting person are being sold in part to satisfy the reporting person's tax withholding obligations related to the vested restricted stock.

/s/ Keith Johannessen 05/22/08
 Keith N. Johannessen
 **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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