



Common Stock Option (right to purchase)	\$3.63	02/01/2010		M		2,300	(3)	02/15/2010	Common Stock	2,300	(4)	0	D	
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**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 2, 2009.
2. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions pursuant to the Rule 10b5-1 plan described above at prices ranging from \$4.98 to \$5.05, 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 2.
3. The options vested in three installments of 33%, 33% and 34% on February 15, 2000, February 15, 2001, and February 15, 2002, respectively.
4. Granted on February 15, 2000 pursuant to the Capital Senior Living Corporation 1997 Omnibus Stock Incentive Plan.

/s/ Victor W. Nee

02/02/2010

\*\* 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 facts 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.

**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 Number.**