

FORM 4

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

OMB APPROVAL	
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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 * Cohen, Lawrence A			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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO & Vice Chairman of Board		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2010					
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	02/01/2010		M		14,409	A	\$3.63	536,009	D	
Common Stock	02/01/2010		S ⁽¹⁾		14,409	D	\$5 ⁽²⁾	521,600	D	
Common Stock	02/02/2010		M		20,000	A	\$3.63	541,600	D	
Common Stock	02/02/2010		S ⁽¹⁾		20,000	D	\$4.98 ⁽³⁾	521,600	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, or Price (in U.S. Dollars) 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				
Common Stock Option (right to purchase)	\$3.63	02/01/2010		M		14,409	(4)	02/15/2010	Common Stock	14,409	(5)	20,000	D	
Common Stock Option (right to purchase)	\$3.63	02/02/2010		M		20,000	(4)	02/15/2010	Common Stock	20,000	(5)	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen, Lawrence A 14160 Dallas Parkway Suite 300 Dallas, TX 75254	X		CEO & Vice Chairman of Board	

Signatures

/s/ Lawrence A. Cohen

02/03/2010

**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.

- The price reported 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 \$4.97 to \$5.05, inclusive. The reporting person
- (2) 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 or footnote 3 below.
 - (3) The price reported 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 \$4.95 to \$5.05, inclusive.
 - (4) The options vested in three installments of 33%, 33% and 34% on February 15, 2000, February 15, 2001, and February 15, 2002, respectively.
 - (5) Granted on February 15, 2000 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.

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