Brookdale Senior Living Inc.

Form 5

FORM **5** 

Check this no longer to Section Form 4 or 5 obligation may continue See Instruction 1(b). Form 3 H. Reported Form 4 Transaction Reported	UNITED S s box if subject 16. Form ons nue. ction Filed purs	UAL STATEME OWNER  The suant to Section 1	Shington, DENT OF CHESHIP OF Stility Holding	.C. 20549  IANGES SECURI Securities ag Compa	IN BEN FIES Exchang ny Act o	EFICIAL e Act of 1934, f 1935 or Sectio	Expires: Estimated a burden hou response			
EDENS WESLEY R Symbol			Name and Tick			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. S (Mo			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify				
1345 AVENUE OF THE AMERICAS, 46TH FLOOR										
			ed(Month/Day/Year)			oint/Group Reporting				
NEW YOR	K, NY 10105					_X_ Form Filed by Market Form Filed by Market Person	One Reporting Po			
(City)	(State) (	Zip) Tabl	le I - Non-Deri	ivative Sec	urities Acc	uired, Disposed of	f, or Beneficial	ly 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)  (A) or Amount (D) Price		Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	05/21/2012	Â	G <u>(1)</u>	92,310	D \$0	831,069 (2)	D	Â		
	port on a separate line s				n are not	ollection of infor		SEC 2270 (9-02)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

the form displays a currently valid OMB control number.

**OMB APPROVAL** 

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									Amount	
						Date	Expiration	m: 1	or	
						Exercisable	Date	Title	Number	
					<i>(</i> 1) <i>(</i> 2)				of	
					(A) (D)				Shares	

of D

Is Fi

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
• 6	Director	10% Owner	Officer	Other		
EDENS WESLEY R 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	ÂΧ	Â	Â	Â		

## **Signatures**

Wesley R. Edens 02/14/2013

\*\*Signature of Person

Date

Reporting Person

## **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) Represents a charitable donation.
- (2) Represents only the amount of securities that are beneficially owned directly. Indirect beneficial ownership is disclosed in prior reports on Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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