Brookdale Senior Living Inc.
Form 4
August 29, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EDENS WESLEY R

(Last) (First) (Middle)

C/O FORTRESS INVESTMENT GROUP LLC, 1345 AVENUE OF THE AMERICAS, 46TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Brookdale Senior Living Inc. [BKD]

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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								279,500	D (1)	
Common Stock	08/29/2008		S		300	D	$ 22.31	124,700	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock	08/29/2008		S		1,900	D	$ 22.3	122,800	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)

Common Stock	08/29/2008	S	1,600	D	$ 22.29	121,200	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	700	D	$ 22.28	120,500	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	300	D	$ 22.2475	120,200	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	200	D	$ 22.2425	120,000	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	500	D	$ 22.24	119,500	I	Drawbridge Clobal Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	300	D	$ 22.2375	119,200	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	100	D	$ 22.235	119,100	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	600	D	$ 22.2325	118,500	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	900	D	$ 22.23	117,600	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	100	D	$ 22.2275	117,500	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
Common Stock	08/29/2008	S	4,600	D	$ 22.225	112,900	I	Drawbridge Global Macro Master Fund Ltd. [1] [2]
	08/29/2008	S	1,200	D		111,700	I	

Common Stock						$ 22.2225			Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock	08/29/2008		S	23,700	D	$ 22.22	88,000	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock	08/29/2008		S	100	D	$ 22.2175	87,900	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock	08/29/2008		S	3,800	D	$ 22.215	84,100	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock	08/29/2008		S	22,300	D	$ 22.21	61,800	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock	08/29/2008		S	500	D	$ 22.2075	61,300	I	Drawbridge Global Macro Master Fund Ltd. (1) (2)
Common Stock							17,600,867	I	RIC Coinvestment Fund LP (1) (3)
Common Stock							12,500	I	Drawbridge Special Opportunities Fund Ltd. (1) (4)
Common Stock							112,500	I	Drawbridge Special Opportunities Fund LP (1) (5)
Common Stock							33,228,000	I	FIT Brookdale Holdings LLC (1) (6)
Common Stock							1,702,708	I	Fortress Registered Investment Trust (1) (6)
							7,400,000	I	

Common Stock	FRIT Holdings LLC (1) (6)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDENS WESLEY R C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105	X	X		

Signatures

/s/ Wesley R. Edens	08/29/2008
**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) For the avoidance of doubt, please note that Wesley Edens did not divest any of his personal holdings in Brookdale Senior Living Inc., nor did he direct the investment decision which led to the sale of shares reported herein. Mr. Edens may, however, be deemed to beneficially own the Shares listed as beneficially owned by Fortress Investment Group LLC ("FIG") and its affiliates listed herein. Mr. Edens disclaims beneficial ownership of all reported Shares except to the extent of his pecuniary interest therein and the inclusion of the Shares in this report shall not be deemed an admission of beneficial ownership of all of the reported Shares for purposes of Section 16 or otherwise.

(2) Drawbridge Global Macro Master Fund Ltd. ("Global Macro Master") is wholly-owned by Drawbridge Global Macro Intermediate Fund LP ("Global Macro Intermediate") and Drawbridge Global Macro Fund LP ("Global Macro LP"). Drawbridge Global Macro Advisors LLC ("Global Macro Advisors") is the investment advisor of each of Global Macro Intermediate, Global Macro LP and Global Macro Master. FIG LLC is the sole managing member of Global Macro Advisors. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(3) FIG Advisors LLC is the investment advisor of RIC Coinvestment Fund LP and may be deemed to beneficially own the Shares listed as beneficially owned by RIC Coinvestment Fund LP. FIG Advisors LLC is a wholly-owned subsidiary of FIG LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(4) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund Ltd. and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund Ltd. FIG LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(5) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund LP and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund LP. FIG LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. FOE I is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by FIG.

(6) FIT Brookdale Holdings is wholly-owned by FIT-ALT Investor LLC. FIT-ALT Investor LLC is a wholly-owned subsidiary of FIT Holdings LLC, which is a wholly-owned subsidiary of Fortress Investment Trust II, which is a majority-owned subsidiary of Fortress Investment Fund II LLC. Fortress Investment Fund II LLC is managed by its managing member, Fortress Fund MM II LLC. FIG LLC is the sole managing member of Fortress Fund MM II LLC. FRIT Holdings LLC is a wholly-owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member, Fortress Fund MM LLC. FIG LLC is the sole managing member of Fortress Fund MM LLC. Fortress Operating Entity I LP ("FOE I") is the sole managing member of FIG LLC. FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly-owned by Fortress Investment Group LLC ("FIG").

Remarks:

This is the first of two Form 4's filed by the reporting person on the same date.

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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