### Edgar Filing: ADAMS W ANDREW - Form 4

ADAMS W Form 4	ANDREW											
February 07,	, 2005											
									OMB APPROVAL			
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287				
Check th if no long subject to Section 1 Form 4 o Form 5	ger <b>STATEN</b> 16. pr	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires:January 31, 2005Estimated average burden hours per response0.5		
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	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 I	Responses)											
1. Name and Address of Reporting Person <u>*</u> ADAMS W ANDREW			2. Issuer Name <b>and</b> Ticker or Trading Symbol ASSISTED LIVING CONCEPTS				5. Relationship of Reporting Person(s) to Issuer					
	]	INC [ASLC]					(Check all applicable)					
(Last) (First) (Middle) P.O. BOX 1398 (Street)			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2005					X_ Director 10% Owner Officer (give title Other (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
MURFREE	SBORO, TN 371	33-1398						Form filed by M Person	fore than One Re	eporting		
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	ecuriti	ies Acqu	uired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deeme nth/Day/Year) Execution any (Month/Da		Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	5. Amount of Securities6.BeneficiallyForm: DirectOwned(D) orFollowingIndirect (I)Reported(Instr. 4)Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	01/31/2005			D	557,214	D (1)	\$ 18.5	0	I	Owned by National Health Investors, Inc. <sup>(2)</sup>		

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

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 control number.

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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. Transactio Code (Instr. 8)	5. Number onof 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. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non Qualified Stock Option	\$ 3.13	01/31/2005		D	2,000	<u>(3)</u>	03/06/2012	Common Stock	2,000	\$
Non Qualified Stock Option	\$ 3.35	01/31/2005		D	500	(3)	05/08/2012	Common Stock	500	\$
Non Qualified Stock Option	\$ 3.84	01/31/2005		D	500	(3)	05/08/2013	Common Stock	500	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
ADAMS W ANDREW						
P.O. BOX 1398	Х					
MURFREESBORO, TN 37133-1398						
Signatures						
/s/ Edward A. Barnes, Attorney-in-fac Adams	02/07/2005					
<u>**</u> Signature of Reporting Pers		Date				
	,on			Dule		

### **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) Disposed of pursuant to the merger agreement between issuer and Extendicare Health Services, Inc. as of the effective date of the merger, which was 1/31/05.

(2) Reporting person is an officer of National Health Investors, Inc. and disclaims any beneficial interest in the ownership of the stock.

### **Reporting Owners**

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(3) The merger agreement provided for the accelerated vesting of all options as of the effective date of the merger.

(4) The option was canceled in the merger in exchange for a cash payment of \$18.50 a share less the per share exercise price.

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