

Brookdale Senior Living Inc.
Form 4
November 16, 2009

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 *
Fortress Investment Group LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1345 AVENUE OF THE AMERICAS, 46TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
NEW YORK, NY 10105

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

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

(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 | 11/13/2009 | | S | 9,102,708 D \$ 15.52 | 0 | I | FRIT Holdings LLC (1) (2) |
| Common Stock | 11/13/2009 | | S | 7,791,859 D \$ 15.52 | 15,871,424 | I | Fort GB Holdings LLC (1) (3) |
| Common Stock | 11/13/2009 | | S | 444,317 D \$ 15.52 | 905,042 | I | FABP (GAGACQ) LP (1) (3) |
| Common Stock | 11/13/2009 | | S | 826,292 D \$ 15.52 | 0 | I | FBIF Holdings LLC (1) (4) |
| | 11/13/2009 | | S | 38,064 D | 74,436 | I | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------|---|--|
| Common Stock | | | | | \$ 15.52 | | | Drawbridge DSO Securities LLC <u>(1)</u> <u>(5)</u> |
| Common Stock | 11/13/2009 | S | 1,760 | D | \$ 15.52 | 10,740 | I | Drawbridge OSO Securities LLC <u>(1)</u> <u>(5)</u> |
| Common Stock | | | | | | 3,026,435 | I | Fortress Investment Fund IV (Fund A) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 1,222,077 | I | Fortress Investment Fund IV (Fund B) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 289,968 | I | Fortress Investment Fund IV (Fund C) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 1,810,004 | I | Fortress Investment Fund IV (Fund D) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 211,916 | I | Fortress Investment Fund IV (Fund E) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 95,084 | I | Fortress Investment Fund IV (Fund F) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 114,081 | I | Fortress Investment Fund IV (Fund G) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 790,673 | I | Fortress Investment Fund IV (Coinvestment Fund A) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | | | 492,823 | I | Fortress Investment Fund IV (Coinvestment Fund B) L.P. <u>(1)</u> <u>(6)</u> |

| | | | | | | |
|--------------|--|--|--|-----------|---|--|
| Common Stock | | | | 98,164 | I | Fortress Investment Fund IV (Coinvestment Fund C) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | 473,183 | I | Fortress Investment Fund IV (Coinvestment Fund D) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | 40,635 | I | Fortress Investment Fund IV (Coinvestment Fund F) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | 135,391 | I | Fortress Investment Fund IV (Coinvestment Fund G) L.P. <u>(1)</u> <u>(6)</u> |
| Common Stock | | | | 8,793,392 | I | Fortress RIC Coinvestment Fund LP <u>(1)</u> <u>(7)</u> |

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|-----------|
| | | | | 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 |
| Fortress Investment Group LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FIG LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FIG Corp. 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| Fortress Operating Entity I LP 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |
| FORTRESS FUND MM II LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105 | | X | | |

Signatures

| | |
|--|------------|
| /s/ David Brooks, as Authorized Signatory of Fortress Investment Group LLC | 11/16/2009 |
| __Signature of Reporting Person | Date |
| /s/ David Brooks, as Secretary of FIG LLC | 11/16/2009 |
| __Signature of Reporting Person | Date |
| /s/ David Brooks, as Secretary of FIG Corp. | 11/16/2009 |
| __Signature of Reporting Person | Date |
| /s/ David Brooks, as Secretary of Fortress Operating Entity I LP | 11/16/2009 |
| __Signature of Reporting Person | Date |
| /s/ David Brooks, as Vice President of Fortress Fund MM II LLC | 11/16/2009 |
| __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).

Each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the

(1) inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), or otherwise.

(2)

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FRIT Holdings LLC is wholly-owned by Fortress Investment Fund Sister Company LLC. Fortress Fund MM LLC is the managing member of Fortress Investment Fund Sister Company 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 FIG.

(3) Fort GB Holdings LLC is a wholly-owned subsidiary of Fortress (GAGACQ) LLC. Fortress Fund MM II LLC is the managing member of Fortress (GAGACQ) LLC and the general partner of FABP (GAGACQ) LP. FIG LLC is the sole managing member of Fortress Fund MM II 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) FIG Advisors LLC is the investment manager of FBIF Holdings LLC. 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.

Drawbridge DSO Securities LLC is a wholly-owned subsidiary of Drawbridge Special Opportunities Fund LP ("Drawbridge LP"). Drawbridge OSO Securities LLC is a wholly-owned subsidiary of Drawbridge Special Opportunities Fund Ltd. ("Drawbridge Ltd"). (5) Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge LP and Drawbridge Ltd. FIG LLC is the 100% owner 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.

FIG LLC is the investment manager of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) (6) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P., and Fortress Investment Fund IV (Coinvestment Fund G) L.P. 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.

(7) FIG LLC is the investment manager of Fortress RIC Coinvestment Fund 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.

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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