

Schmidt Kari L.
Form 4
February 13, 2013

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 *
Schmidt Kari L.

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)
111 WESTWOOD PLACE, SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Division President

(Street)
BRENTWOOD, TN 37027

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/11/2013		A		6,531 (1) \$ 0	66,399	D
Common Stock	02/11/2013		A		6,530 (2) \$ 0	72,929	D

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

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(9-02)

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Schmidt Kari L., 111 WESTWOOD PLACE, SUITE 400, BRENTWOOD, TN 37027, Division President.

Signatures

/s/ Chad C. White, By Power of Attorney, 02/13/2013, 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) Grant of restricted Common Stock under the Brookdale Senior Living Inc. Omnibus Stock Incentive Plan. The shares shall vest ratably in four installments on February 27, 2014, February 27, 2015, February 27, 2016 and February 27, 2017.
Grant of restricted Common Stock under the Brookdale Senior Living Inc. Omnibus Stock Incentive Plan. Up to 75% of the shares shall vest on February 27, 2016 and up to 25% of the shares shall vest on February 27, 2017, in each case dependent upon the level of achievement of performance goals established for each tranche by the Compensation Committee. Any performance-based shares which do not vest in any tranche will be forfeited.

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.