

Brookdale Senior Living Inc.
Form 4
September 03, 2008

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

(Last) (First) (Middle)

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)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ 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)	
				(A) or (D)	Price			
Common Stock	08/29/2008		S	1,000	D \$ 22.205	60,300	I	Drawbridge Global Macro Master Fund Ltd. (1) (2) (3)
Common Stock	08/29/2008		S	100	D \$ 22.2025	60,200	I	Drawbridge Global Macro Master Fund Ltd. (1) (2) (3)
Common Stock	08/29/2008		S	4,100	D \$ 22.2	58,800	I	Drawbridge Global Macro Master Fund Ltd. (1) (2) (3)

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Common Stock	08/29/2008	S	1,300	D	\$ 22.1975	57,500	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	5,300	D	\$ 22.195	52,200	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	200	D	\$ 22.1925	52,000	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	4,100	D	\$ 22.19	47,900	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	1,300	D	\$ 22.185	46,600	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	10,300	D	\$ 22.18	36,300	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	700	D	\$ 22.1775	35,600	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	1,200	D	\$ 22.17	34,400	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	2,700	D	\$ 22.165	31,700	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	2,200	D	\$ 22.16	29,500	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	900	D	\$ 22.1575	28,600	I	Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
	08/29/2008	S	800	D	\$ 22.155	27,800	I	

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Common Stock									Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	6,400	D	\$ 22.15	21,400	I		Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	10,400	D	\$ 22.145	11,000	I		Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	400	D	\$ 22.14	10,600	I		Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	3,300	D	\$ 22.135	7,300	I		Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	7,000	D	\$ 22.115	300	I		Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	08/29/2008	S	300	D	\$ 22.11	0	I		Drawbridge Global Macro Master Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock						17,600,867	I		RIC Coinvestment Fund LP <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock						826,292	I		Fortress Brookdale Investment Fund LLC <u>(1)</u> <u>(2)</u> <u>(4)</u>
Common Stock						12,500	I		Drawbridge Special Opportunities Fund Ltd. <u>(1)</u> <u>(2)</u> <u>(5)</u>
Common Stock						112,500	I		Drawbridge Special Opportunities Fund LP <u>(1)</u> <u>(2)</u>

				(6)
Common Stock		33,228,000	I	FIT Brookdale Holdings LLC (1) (2) (7)
Common Stock		1,702,708	I	Fortress Registered Investment Trust (1) (2) (8)
Common Stock		7,400,000	I	FRIT Holdings LLC (1) (2) (8)

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

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 X
NEW YORK, NY 10105

Fortress Operating Entity I LP
1345 AVENUE OF THE AMERICAS, 46TH FLOOR X
NEW YORK, NY 10105

Signatures

/s/ David Brooks, as Authorized Signatory of Fortress Investment Group LLC. 09/03/2008

__Signature of Reporting Person Date

/s/ David Brooks, as Authorized Signatory of FIG LLC 09/03/2008

__Signature of Reporting Person Date

/s/ David Brooks, as Authorized Signatory of FIG Corp. 09/03/2008

__Signature of Reporting Person Date

/s/ David Brooks, as Authorized Signatory of Fortress Operating Entity I LP 09/03/2008

__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 in this report as beneficially owned by Fortress Investment Group LLC ("FIG") or its affiliates. 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 to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), or otherwise. (continued in Footnote 2)

(2) (continued from Footnote 1) Similarly, each reporting person disclaims beneficial ownership of all reported shares except to the extent of its pecuniary interest therein and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

(3) 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.

(4) FIG Advisors LLC is the investment advisor of RIC Coinvestment Fund LP and Fortress Brookdale Investment Fund LLC. RIC Coinvestment Fund GP LLC ("RIC GP") is the general partner of 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. Fortress Operating Entity II LP ("FOE II") is the managing member of RIC GP. FIG Corp. is the general partner of each of FOE I and FOE II, and FIG Corp. is wholly-owned by FIG.

(5) Drawbridge Special Opportunities Advisors LLC is the investment manager of 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.

(6) Drawbridge Special Opportunities Advisors LLC is the investment manager of 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.

(7) FIT Brookdale Holdings LLC 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 Fund MM II LLC is the managing member of Fortress Investment Fund II LLC. FIG LLC is the sole

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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.

- (8) FRIT Holdings LLC is a wholly-owned subsidiary of Fortress Registered Investment Trust, which is wholly-owned by Fortress Investment Fund LLC. Fortress Fund MM LLC is the managing member of Fortress Investment Fund LLC. FIG LLC is the sole managing member of Fortress Fund MM 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.

Remarks:

This is the second of two Form 4's filed by the reporting persons 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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