

CAPITAL SENIOR LIVING CORP
 Form 4
 April 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
 HANERFELD HARVEY

2. Issuer Name and Ticker or Trading Symbol
 CAPITAL SENIOR LIVING CORP [CSU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O WEST CREEK
 CAPITAL, 1919 PENNSYLVANIA
 AVE., N.W. STE. 725

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/12/2009

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

(Street)
 WASHINGTON, DC 20006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/12/2009 | 01/12/2009 | J | 370,677 (1) (2) | D (3) 1,335,973 | I | See Note (1) (2) (4) |
| Common Stock | 04/03/2009 | 04/03/2009 | J | 110,600 (1) (5) | D (3) 1,225,373 | I | See Note (1) (4) (5) |
| Common Stock | | | | | 59,000 (6) | D | |

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

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SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HANERFELD HARVEY
C/O WEST CREEK CAPITAL
1919 PENNSYLVANIA AVE., N.W. STE. 725
WASHINGTON, DC 20006

X

Signatures

Harvey
Hanerfeld 04/03/2009

**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).

(1) Harvey Hanerfeld (the "Reporting Person") is a managing member of West Creek Capital, LLC, a Delaware limited liability company ("West Creek") that is the investment adviser to (i) West Creek Partners Fund L.P., a Delaware limited partnership ("Partners Fund"), (ii) WC Select L.P., a Delaware limited partnership ("Select"), (iii) Cumberland Investment Partners, L.L.C., a Delaware limited liability company ("Cumberland"), and (iv) certain private accounts (the "Accounts").

(2) As of January 12, 2009, Cumberland was liquidated and certain securities, including 383,700 shares of Common Stock, were distributed to the members thereof. In connection with this distribution, West Creek and the owner of 370,677 shares of Common Stock, entered into an agreement allowing West Creek to (a) vote the 370,677 Shares and (b) restrict the sale thereof through June 30, 2009. The remaining 13,023 Shares of Common Stock distributed are held by an entity that the Reporting Person owns with one other individual (the "Private Entity"). The Reporting Person previously disclaimed beneficial ownership as to the 370,677 shares of Common Stock owned by Cumberland except to the extent of his pecuniary interest therein. Therefore this transaction does not result in a change of beneficial ownership and is being reported on a voluntary basis.

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- (3) Reported transaction not a sale, so no cash consideration involved. See Notes 2 and 5.
- (4) These securities are held directly by Partners Fund, Select, or the Private Entity for the benefit of their respective partners, members or owners. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
On April 3, 2009, the management agreement between one of the Accounts and West Creek was terminated (the "Termination"). As a result of the Termination, 110,600 Shares of Common Stock are no longer managed by West Creek and effective with the Termination the Reporting Person no longer exercises voting or investment control over such securities.
- (6) Includes 9,000 restricted shares granted 6/16/2008 pursuant to the 2007 Omnibus Stock and Incentive Plan for Capital Senior Living Corporation.

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.