

CAPITAL SENIOR LIVING CORP
 Form 4
 November 22, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 JOHANNESSEN KEITH N

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President & COO

(Last) (First) (Middle)
 14160 DALLAS
 PARKWAY, SUITE 300
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/20/2006

DALLAS, TX 75254
 (City) (State) (Zip)

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

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 or Price		
Common Stock	11/20/2006		S	(A) 1,000 (1)	D \$ 10.3	64,000	D
Common Stock	11/20/2006		S	(A) 200 (1)	D \$ 10.32	63,800	D
Common Stock	11/20/2006		S	(A) 500 (1)	D \$ 10.21	63,300	D
Common Stock	11/20/2006		S	(A) 200 (1)	D \$ 10.19	63,100	D
Common Stock	11/20/2006		S	(A) 1,700 (1)	D \$ 10.13	61,400	D

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Common Stock	11/20/2006	S	<u>2,200</u> ⁽¹⁾	D	\$ 10.14	59,200	D
Common Stock	11/20/2006	S	<u>1,300</u> ⁽¹⁾	D	\$ 10.12	57,900	D
Common Stock	11/20/2006	S	<u>3,600</u> ⁽¹⁾	D	\$ 10.1	54,300	D
Common Stock	11/20/2006	S	200 ⁽¹⁾	D	\$ 10.18	54,100	D
Common Stock	11/20/2006	S	<u>2,500</u> ⁽¹⁾	D	\$ 10.15	51,600	D
Common Stock	11/20/2006	S	<u>1,600</u> ⁽¹⁾	D	\$ 10.11	50,000	D
Common Stock	11/21/2006	S	500 ⁽¹⁾	D	\$ 10.12	49,500	D
Common Stock	11/21/2006	S	500 ⁽¹⁾	D	\$ 10.08	49,000	D
Common Stock	11/21/2006	S	<u>2,000</u> ⁽¹⁾	D	\$ 10.07	47,000	D
Common Stock	11/21/2006	S	500 ⁽¹⁾	D	\$ 10.06	46,500	D
Common Stock	11/21/2006	S	<u>1,300</u> ⁽¹⁾	D	\$ 10.05	45,200	D
Common Stock	11/21/2006	S	500 ⁽¹⁾	D	\$ 10.01	44,700	D
Common Stock	11/21/2006	S	<u>1,800</u> ⁽¹⁾	D	\$ 10.03	42,900	D

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.

SEC 1474
(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,	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
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4, and 5)

	Date	Expiration	Title	Amount
	Exercisable	Date		or
				Number
Code	V	(A)	(D)	of
				Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHANNESSEN KEITH N 14160 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X		President & COO	

Signatures

/s/ Keith N.
Johannessen 11/22/2006

**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) A tranche of restricted stock owned by the reporting person has vested and the shares being sold by the reporting person are being sold in part to satisfy the reporting person's tax withholding obligations related to the vested restricted stock.
- 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.