

CAPITAL SENIOR LIVING CORP
 Form 4
 May 16, 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 *
 Martin Peter

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)

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

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

ONE MARITIME PLAZA, SUITE
 1555

05/15/2008

(Street)

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

SAN FRANCISCO, CA 94111

(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	05/15/2008		P	3,500 A \$ 8.26	461,650	I	See Note (1)
Common Stock	05/15/2008		P	1,900 A \$ 8.27	461,650	I	See Note (1)
Common Stock	05/15/2008		P	100 A \$ 8.28	461,650	I	See Note (1)
Common Stock	05/15/2008		P	200 A \$ 8.29	461,650	I	See Note (1)
Common Stock	05/15/2008		P	200 A \$ 8.3	461,650	I	See Note (1)

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Common Stock	05/15/2008	P	400	A	\$ 8.31	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	100	A	\$ 8.34	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,000	A	\$ 8.36	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.37	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,100	A	\$ 8.38	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.39	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	300	A	\$ 8.4	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	600	A	\$ 8.41	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	100	A	\$ 8.42	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	600	A	\$ 8.46	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,300	A	\$ 8.47	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.48	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	300	A	\$ 8.51	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	800	A	\$ 8.52	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	100	A	\$ 8.53	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.54	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	1,950	A	\$ 8.55	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	200	A	\$ 8.57	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	600	A	\$ 8.58	461,650	I	See Note <u>(1)</u>
Common Stock	05/15/2008	P	300	A	\$ 8.59	461,650	I	See Note <u>(1)</u>
	05/15/2008	P	100	A	\$ 8.6	461,650	I	

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Common Stock									See Note <u>(1)</u>
Common Stock	05/15/2008		P	500	A	\$ 8.63	461,650	I	See Note <u>(1)</u>
Commo Stock							550	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.

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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 Owne Follo Repor Trans (Instr
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						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
Martin Peter ONE MARITIME PLAZA SUITE 1555 SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Peter L.
Martin

05/16/2008

**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).

Held directly by investment limited partnerships of which Matthes Capital Management, LLC, a California limited liability company ("MCM") is general partner, and investment funds and other client accounts of which MCM is investment adviser. Mr. Martin is an

(1) employee of MCM. Mr. Martin and MCM constitute a group within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended, but disclaim membership in a group with any other person. Each of Mr. Martin and MCM disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

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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