

Brookdale Senior Living Inc.
Form 4
July 27, 2006

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 Holdings LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS

(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)

07/25/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/25/2006		P		17,600,867	A	\$ 36.93
					17,600,867	I	By RIC Coinvestment Fund LP ⁽¹⁾
Common Stock					18,750	I	By Drawbridge Special Opportunities Fund Ltd. ⁽²⁾
Common Stock					106,250	I	By Drawbridge Special Opportunities

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Common Stock	125,000	I	Fund LP ⁽³⁾ By Drawbridge Global Macro Master Fund Ltd. ⁽⁴⁾
Common Stock	13,228,000	I	By FIT-ALT Investor LLC ⁽⁵⁾
Common Stock	20,000,000	I	By FIT Holdings LLC ⁽⁵⁾
Common Stock	1,702,708	I	By Fortress Registered Investment Trust ⁽⁵⁾
Common Stock	7,400,000	I	FRIT Holdings LLC ⁽⁵⁾
Common Stock	0	I	By FIG Advisors LLC ⁽⁶⁾

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fortress Investment Holdings LLC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105		X		
FORTRESS INVESTMENT GROUP LLC NY		X		
FIG ADVISORS LLC/NY NY		X		
RIC Coinvestment Fund LP NY		X		
FORTRESS INVESTMENT FUND II LLC NY		X		
FORTRESS FUND MM II LLC NY		X		
FORTRESS INVESTMENT TRUST II NY		X		
FIT-ALT INVESTORS LLC NY		X		
FIT Holdings LLC NY		X		

Signatures

See signatures included in
Exhibit 99.1

07/25/2006

__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) Shares ("Shares") of common stock of Brookdale Senior Living Inc. purchased pursuant to the Investment Agreement, dated as of May 12, 2006, between Brookdale Senior Living Inc. and RIC Coinvestment Fund LP. FIG Advisors LLC is the investment advisor of RIC Coinvestment Fund LP and may be deemed to beneficially own the shares of common stock listed as beneficially owned by RIC Coinvestment Fund LP. FIG Advisors is a wholly-owned subsidiary of Fortress Investment Group LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Each reporting person disclaims beneficial ownership of all reported Shares except to the extent of its pecuniary interest therein, if any.

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Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund Ltd. and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund Ltd. Fortress Investment

- (2) Group LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Each reporting person disclaims beneficial ownership of all reported Shares except to the extent of its pecuniary interest therein, if any.

Drawbridge Special Opportunities Advisors LLC is the investment manager of Drawbridge Special Opportunities Fund LP and may be deemed to beneficially own the Shares listed as beneficially owned by Drawbridge Special Opportunities Fund LP. Fortress Investment

- (3) Group LLC is the sole managing member of Drawbridge Special Opportunities Advisors LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Each reporting person disclaims beneficial ownership of all reported Shares except to the extent of its pecuniary interest therein, if any.

Drawbridge Global Macro Master Fund Ltd. is 100% owned by Drawbridge Global Macro Fund LP and Drawbridge Global Macro Fund Ltd. Drawbridge Global Macro Advisors LLC is the investment manager of each of Drawbridge Global Macro Fund LP and Drawbridge Global Macro Fund Ltd. Fortress Investment Group LLC is the sole managing member of Drawbridge Global Macro Advisors LLC.

- (4) Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Each reporting person disclaims beneficial ownership of all reported Shares except to the extent of its pecuniary interest therein, if any.

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 wholly-owned subsidiary of Fortress Investment Fund II LLC. Fortress Investment Fund II LLC is managed by its managing member, Fortress Fund MM II LLC, which is managed by its managing member, Fortress Investment Group LLC. FRIT

- (5) Holdings LLC is a wholly owned subsidiary of Fortress Registered Investment Trust, which is 100% owned by Fortress Investment Fund LLC. Fortress Investment Fund LLC is managed by its managing member, Fortress Fund MM LLC, which is managed by its managing member, Fortress Investment Group LLC. Fortress Investment Group LLC is 100% owned by Fortress Investment Holdings LLC, an entity which is owned by certain individuals, including Wesley R. Edens. Each reporting person disclaims beneficial ownership of all reported Shares except to the extent of its pecuniary interest therein, if any.

Fortress Brookdale Investment Fund LLC, an investment company registered under the Investment Company Act of 1940, received 826,292 Shares in a distribution from Fortress Brookdale Acquisition LLC. FIG Advisors LLC is the investment advisor of Fortress

- (6) Brookdale Investment Fund LLC and may be deemed to have voting power or investment power over the Shares held by Fortress Brookdale Investment Fund LLC. FIG Advisors LLC does not have a pecuniary interest in any such Shares and therefore disclaims beneficial ownership thereof. FIG Advisors LLC is a wholly owned subsidiary of Fortress Investment Group LLC.

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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