

AMERICAN RETIREMENT CORP
 Form 4
 January 20, 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 *
 Jarvis David R

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN RETIREMENT CORP
 [ACR]

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/14/2005

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

C/O MERCURY REAL ESTATE ADVISORS LLC, 100 FIELD POINT ROAD

(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
 ___X___ Form filed by More than One Reporting Person

GREENWICH, CT 06830

(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 | | |
| | | | | Code | V | Amount | |

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)

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| 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 Underlying (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Equity Swap (obligation to buy) <u>(1)</u> <u>(2)</u> | \$ 14.1 | 07/14/2005 | | J/K <u>(1)(2)</u> | 1 | 07/14/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(3)</u> | \$ 14.1 | 07/14/2005 | | J/K <u>(1)(2)</u> | 1 | 07/14/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(4)</u> | \$ 14.1 | 07/14/2005 | | J/K <u>(4)</u> | 1 | 07/14/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(5)</u> | \$ 14.1 | 07/14/2005 | | J/K <u>(1)(2)(4)</u> | 2 | 07/14/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(6)</u> | \$ 14.1 | 07/14/2005 | | J/K <u>(1)(2)(4)</u> | 2 | 07/14/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(7)</u> | \$ 14.103 | 07/15/2005 | | J/K <u>(7)</u> | 1 | 07/15/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(3)</u> | \$ 14.103 | 07/15/2005 | | J/K <u>(7)</u> | 1 | 07/15/2005 05/24/2007 | Comm Stoc | |
| Equity Swap (obligation to buy) <u>(8)</u> | \$ 14.103 | 07/15/2005 | | J/K <u>(8)</u> | 1 | 07/15/2005 05/24/2007 | Comm Stoc | |

| | | | | | | | |
|---|-----------|------------|--------------------------------------|---|------------|------------|-----------|
| Equity Swap (obligation to buy) ⁽⁹⁾ | \$ 14.103 | 07/15/2005 | J/K ⁽⁹⁾ | 1 | 07/15/2005 | 05/24/2007 | Comm Stoc |
| Equity Swap (obligation to buy) ⁽¹⁰⁾ | \$ 14.103 | 07/15/2005 | J/K ⁽⁹⁾ | 1 | 07/15/2005 | 05/24/2007 | Comm Stoc |
| Equity Swap (obligation to buy) ⁽¹¹⁾ | \$ 14.103 | 07/15/2005 | J/K ⁽¹¹⁾ | 1 | 07/15/2005 | 05/24/2007 | Comm Stoc |
| Equity Swap (obligation to buy) ⁽¹²⁾ | \$ 14.103 | 07/15/2005 | J/K ⁽¹²⁾ | 1 | 07/15/2005 | 05/24/2007 | Comm Stoc |
| Equity Swap (obligation to buy) ⁽¹⁴⁾ | \$ 14.103 | 07/15/2005 | J/K ⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾ | 6 | 07/15/2005 | 05/24/2007 | Comm Stoc |
| Equity Swap (obligation to buy) ⁽¹⁵⁾ | \$ 14.103 | 07/15/2005 | J/K ⁽⁷⁾⁽⁸⁾⁽⁹⁾⁽¹¹⁾⁽¹²⁾⁽¹³⁾ | 6 | 07/15/2005 | 05/24/2007 | Comm Stoc |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jarvis David R C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | | X | | |
| MacLean Malcolm F IV C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | | X | | |
| Mercury Real Estate Securities Fund LP C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | | X | | |
| Mercury Mayfair LLC C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | | X | | |

| | |
|---|---|
| Mercury Real Estate Securities Offshore Fund, Ltd. C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | X |
| Mercury Special Situations Offshore Fund Ltd C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | X |
| Mercury Special Situations Fund LP C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | X |
| Mercury Securities II LLC C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | X |
| Silvercreek SAV LLC C/O MERCURY REAL ESTATE ADVISORS LLC 100 FIELD POINT ROAD GREENWICH, CT 06830 | X |

Signatures

| | |
|---|------------|
| /s/ David R. Jarvis | 01/20/2006 |
| <u> </u> **Signature of Reporting Person | Date |

| | |
|---|------------|
| /s/ Malcolm F. MacLean IV | 01/20/2006 |
| <u> </u> **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) On July 14, 2005, Mercury Real Estate Advisors, LLC ("Advisors"), a registered investment adviser, entered into a cash settled equity swap agreement with a securities broker ("Broker") on behalf of Mercury Real Estate Securities Fund LP ("MRES"), for which Advisors serves as the investment adviser. Mr. David R. Jarvis and Mr. Malcolm F. MacLean IV are managing members of Advisors. The settlement date of the swap agreement is May 24, 2007. (Continued to Footnote 2)

(2) On such date, MRES or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MRES paid Broker \$18,329.87, representing \$14.10 for each share of ACR common stock subject to this agreement as of July 14, 2005, and (ii) Broker paid to MRES the market value of 1,300 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MRES and MRES will pay to Broker a finance charge.

(3) This swap arrangement is held directly by MRES. Mercury Mayfair LLC ("Mayfair") is the general partner of MRES. Mayfair disclaims beneficial ownership of the securities held directly by MRES except to the extent of the pecuniary interest, if any, in such securities as a result of its partnership interest in MRES.

(4) On July 14, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of Mercury Real Estate Securities Offshore Fund, Ltd. ("MRESOF"), for which Advisors serves as the investment adviser. The settlement date of the swap agreement is May 24, 2007. On such date, MRESOF or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MRESOF paid Broker \$100,109.29, representing \$14.10 for each share of ACR

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common stock subject to this agreement as of July 14, 2005, and (ii) Broker paid to MRESOF the market value of 7,100 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MRESOF and MRESOF will pay to Broker a finance charge.

- (5) These swap arrangements were entered into by Advisors on behalf of MRES and MRESOF. Mr. Jarvis disclaims beneficial ownership of the securities held directly by MRES and MRESOF except to the extent of the pecuniary interest, if any, in such securities as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES and MRESOF, or as a result of his membership interest in Mayfair, of which he is a managing member. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

- (6) These swap arrangements were entered into by Advisors on behalf of MRES and MRESOF. Mr. MacLean disclaims beneficial ownership of the securities held directly by MRES and MRESOF except to the extent of the pecuniary interest, if any, in such securities as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES and MRESOF, or as a result of his membership interest in Mayfair, of which he is a managing member. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

- (7) On July 15, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of MRES. The settlement date of the swap agreement is May 24, 2007. On such date, MRES or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MRES paid Broker \$109,295.93, representing \$14.103 for each share of ACR common stock subject to this agreement as of July 15, 2005, and (ii) Broker paid to MRES the market value of 7,750 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MRES and MRES will pay to Broker a finance charge.

- (8) On July 15, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of MRESOF. The settlement date of the swap agreement is May 24, 2007. On such date, MRESOF or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MRESOF paid Broker \$102,244.58, representing \$14.103 for each share of ACR common stock subject to this agreement as of July 15, 2005, and (ii) Broker paid to MRESOF the market value of 7,750 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MRESOF and MRESOF will pay to Broker a finance charge.

- (9) On July 15, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of Mercury Special Situations Fund LP ("MSSF"), for which Advisors serves as the investment adviser. The settlement date of the swap agreement is May 24, 2007. On such date, MSSF or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MSSF paid Broker \$61,657.00, representing \$14.103 for each share of ACR common stock subject to this agreement as of July 15, 2005, and (ii) Broker paid to MSSF the market value of 4,372 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MSSF and MSSF will pay to Broker a finance charge.

- (10) This swap arrangement is held directly by MSSF. Mercury Securities II LLC ("MS II LLC") is the general partner of MSSF. MS II LLC disclaims beneficial ownership of the securities held directly by MSSF except to the extent of the pecuniary interest, if any, in such securities as a result of its partnership interest in MSSF.

- (11) On July 15, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of Silvercreek SAV LLC ("Silvercreek"), for which Advisors serves as the investment adviser. The settlement date of the swap agreement is May 24, 2007. On such date, Silvercreek or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) Silvercreek paid Broker \$8,433.41, representing \$14.103 for each share of ACR common stock subject to this agreement as of July 15, 2005, and (ii) Broker paid to Silvercreek the market value of 598 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to Silvercreek and Silvercreek will pay to Broker a finance charge.

- (12) On July 15, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of Mercury Special Situations Offshore Fund, Ltd. ("MSSOF"), for which Advisors serves as the investment adviser. The settlement date of the swap agreement is May 24, 2007. On such date, MSSOF or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) MSSOF paid Broker \$67,199.37, representing \$14.103 for each share of ACR common stock subject to this agreement as of July 15, 2005, and (ii) Broker paid to MSSOF the market value of 4,765 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to MSSOF and MSSOF will pay to Broker a finance charge.

- (13) On July 15, 2005, Advisors entered into a cash settled equity swap agreement with Broker on behalf of certain managed accounts (the "Managed Accounts"), for which Advisors serves as the investment adviser. The settlement date of the swap agreement is May 24, 2007. On such date, the Managed Accounts or Broker, as applicable, will be required to make a payment to the other such that the resulting economic effect of the swap arrangement will be as if (i) the Managed Accounts paid Broker \$3,737.22, representing \$14.103 for each share of ACR common stock subject to this agreement as of July 15, 2005, and (ii) Broker paid to the Managed Accounts the market value of 265 shares of ACR common stock as of May 24, 2007. Any dividends received by Broker on account of the common stock subject to this agreement will be paid to the Managed Accounts and the Managed Accounts will pay to Broker a finance charge.

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(14) These swap arrangements were entered into by Advisors on behalf of MRES, MRESOF, MSSF, Silvercreek, MSSOF and the Managed Accounts. Mr. Jarvis disclaims beneficial ownership of the securities held directly by MRES, MRESOF, MSSF, Silvercreek, MSSOF and the Managed Accounts except to the extent of the pecuniary interest, if any, in such securities as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES, MRESOF, MSSF, Silvercreek, MSSOF and the Managed Accounts, or as a result of his membership interest in Mayfair or MS II LLC, of which he is a managing member. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

(15) These swap arrangements were entered into by Advisors on behalf of MRES, MRESOF, MSSF, Silvercreek, MSSOF and the Managed Accounts. Mr. MacLean disclaims beneficial ownership of the securities held directly by MRES, MRESOF, MSSF, Silvercreek, MSSOF and the Managed Accounts except to the extent of the pecuniary interest, if any, in such securities as a result of his membership interest in Advisors, which has a contingent right to receive a performance-based advisory fee from MRES, MRESOF, MSSF, Silvercreek, MSSOF and the Managed Accounts, or as a result of his membership interest in Mayfair or MS II LLC, of which he is a managing member. That performance-based fee generally qualifies for the exemption set forth in Rule 16a-1(a)(2)(ii)(C).

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.