

CAPITAL SENIOR LIVING CORP
 Form 4/A
 October 22, 2007

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 *
STROUD JAMES A

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)
 14160 DALLAS
 PARKWAY, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/11/2007

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

DALLAS, TX 75254

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/15/2007

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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	10/11/2007		G		55,000	D		\$ 9.3 (1)	0	D	
Common Stock	10/11/2007		G(2)		4,685	D		\$ 9.3 (1)	1,813,601	I	Autumnwood, Ltd.
Common Stock	10/11/2007		G		59,685	A		\$ 9.3 (1)	100,000	I	James A. Stroud Foundation
Common	10/11/2007		S(2)(3)		100,000	D		\$ 0	0	I	James A.

Stock	9.3		Stroud Foundation
Common Stock	10	I	As custodian for son

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, 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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROUD JAMES A 14160 DALLAS PARKWAY SUITE 300 DALLAS, TX 75254	X		Chairman	

Signatures

/s/ James A. Stroud
10/22/2007
**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).

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- (1) For purposes of valuation of the gift, this price is the sales price for the Common Stock on the New York Stock Exchange on October 11, 2007.

This amendment is being filed to correctly reflect the transfer of 4,685 shares of Common Stock by gift from Autumnwood Ltd. to the

- (2) James A. Stroud Foundation on October 11, 2007 and the subsequent sale of such shares of Common Stock by the James A. Stroud Foundation on October 11, 2007.

- (3) Pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 1, 2007.

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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