

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**
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REPORTING OWNER

NEEB D GREGORY

CIK: [1247757](#)

Type: **4** | Act: **34** | File No.: [001-16499](#) | Film No.: **13525562**

ISSUER

SUNRISE SENIOR LIVING INC

CIK: [1011064](#) | IRS No.: **541746596** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **8050** Nursing & personal care facilities

Mailing Address
7902 WESTPARK DR
MCLEAN VA 22102

Business Address
7902 WESTPARK DR
MCLEAN VA 22102
7032737500

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person NEEB D GREGORY			2. Issuer Name and Ticker or Trading Symbol SUNRISE SENIOR LIVING INC [SRZ]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Investment & Adm Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2013					
7900 WESTPARK DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) MCLEAN, VA 22102								
(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	01/09/2013		D		66,667 ⁽¹⁾	D	\$14.5 ⁽¹⁾	239,207	D	
Common Stock	01/09/2013		D		23,667 ⁽²⁾	D	\$14.5 ⁽²⁾	215,540	D	
Common Stock	01/09/2013		D		215,540 ⁽³⁾	D	\$14.5 ⁽³⁾	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$7.31	01/09/2013		D		333,334		⁽⁴⁾	01/25/2021	Common Stock	333,334	\$7.19 ⁽⁴⁾	0	D	

Explanation of Responses:

1. Restricted stock which was cancelled in exchange for the right to receive \$14.50 per share in cash pursuant to the Agreement and Plan of Merger, dated August 21, 2012, by and among Sunrise Senior Living, Inc., Brewer Holdco, Inc., Brewer Holdco Sub, Inc., Health Care REIT, Inc. and Red Fox, Inc. (the

"Merger Agreement"). This restricted stock vested automatically immediately prior to the consummation of the merger on January 9, 2013 in accordance with the terms of the Merger Agreement.

2. Restricted stock units which were cancelled in exchange for the right to receive \$14.50 per share in cash pursuant to the Merger Agreement. These restricted stock units vested automatically immediately prior to the consummation of the merger on January 9, 2013 in accordance with the terms of the Merger Agreement.
3. Performance units which were cancelled in exchange for the right to receive \$14.50 per share in cash pursuant to the Merger Agreement. Performance units covering 2011-2013 vested automatically at the maximum level immediately prior to the consummation of the merger on January 9, 2013 in accordance with the terms of the Merger Agreement. Performance units covering 2012-2014 vested automatically at the maximum level immediately prior to the consummation of the merger on January 9, 2013 in accordance with the terms of the Merger Agreement.
4. This stock option, which provided for vesting in three equal annual installments beginning on January 25, 2012, was cancelled in exchange for the right to receive the difference between the exercise price of the option and \$14.50 per share in cash pursuant to the Merger Agreement. These options vested automatically immediately prior to the consummation of the merger on January 9, 2013 in accordance with the terms of the Merger Agreement.

Signatures

/s/ D. Gregory Neeb

** Signature of Reporting Person

01/11/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.