

AMERICAN RETIREMENT CORP

Form 4

July 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHARDSON BRYAN D

(Last) (First) (Middle)

**111 WESTWOOD PLACE, SUITE
200**

(Street)

BRENTWOOD, TN 37027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**AMERICAN RETIREMENT CORP
[ACR]**

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

07/19/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Exec. Vice Pres. and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	07/19/2006		F		8,146 <u>(1)</u>	D	\$ 32.9
Common Stock	07/21/2006		M		20,000	A	\$ 5.09
Common Stock	07/21/2006		M		35,000	A	\$ 3.14
Common Stock	07/21/2006		M		61,224	A	\$ 4.9
					159,791	D	

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.09	07/21/2006		M	20,000	10/18/2001 ⁽²⁾ 10/18/2010	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 3.14	07/21/2006		M	35,000	11/06/2002 ⁽³⁾ 11/06/2011	Common Stock 35,000
Employee Stock Option (Right to Buy)	\$ 4.9	07/21/2006		M	61,224	11/03/2004 ⁽⁴⁾ 05/03/2014	Common Stock 61,224

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICHARDSON BRYAN D 111 WESTWOOD PLACE, SUITE 200 BRENTWOOD, TN 37027	Exec. Vice Pres. and CFO

Signatures

/s/ Bryan D.
Richardson 07/21/2006

__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).

- On July 19, 2006, a tranche of restricted stock owned by the reporting person vested and the vesting provisions of additional tranches of restricted stock were accelerated due to the approval by American Retirement Corporation's ("the Company") shareholders of a plan of merger between the Company and Brookdale Senior Living, Inc. 8,146 shares were withheld from the shares delivered to the reporting person in order to satisfy the reporting person's tax withholding obligation.
- (1)
 - (2) The option vested ratably in three annual installments beginning October 18, 2001.
 - (3) The option vested ratably in three annual installments beginning November 6, 2002.
- Pursuant to the provisions of the reporting person's stock option agreement, the option vests in one-third increments on November 3, 2004, May 3, 2006 and May 3, 2007. On July 19, 2006, the vesting with respect to the third vesting tranche of the stock option grant was accelerated by the company's Board of Directors.
- (4)

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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