FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

le)	2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [ OHI ]  3. Date of Earliest Transaction (Month/Day/Year)								k all applicable)		Person(s) to Issuer  10% Owner  Other (specify below)	
	11/17/2009						_					
	4. If Amendment, Date of Original Filed (Month/Day/Year)						6		ividual or Joint/Group Filing (Check Applicable Line)			
								^		•		
30												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date	Execution Date, Transaction Disposed Of (D) (Instr. 3, 4				(A) or 3, 4 and	and 5) Securities Beneficially Owner Following Reporte			6. Ownership Form: Direct (I or Indirect (I) (Instr. 4)	Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	•	(Instr. 3 and 4)		(Instr. 4)	
11/1	7/2009		Α		354(1)	Α	\$17	7.64	38,943		D	
									47,141		I	Owned By Family Limited Liability Company Of Which The Reporting Person Is A Member.
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned												
A. Deemed xecution Date, any donth/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)  of Date Expiration		isable and te ear)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number		unt	Derivative Security (Instr. 5) Benefici Owned Followin Reporter Transaci		Owners Form: Direct (I or Indire (I) (Instr	Beneficial Ownership ct (Instr. 4)
3	ble II - Deriva (e.g., I) Deemed ecution Date, any onth/Day/Year)	DMECOHI] 3. Date of 11/17/2 4. If Amero  11/17/2009  11/17/2009  11/17/2009  11/17/2009  11/17/2009  4. Transaction Code (Instr. 8)	a)  OMEGA HEALT OHI ]  3. Date of Earliest Transact 11/17/2009  4. If Amendment, Date of O  2. Transaction Date (Month/Day/Year)  11/17/2009  11/17/2009  2. Transaction Date (Month/Day/Year)  11/17/2009  11/17/2009  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acqued ecution Date, any onth/Day/Year)  7. Deemed ecution Date, any onth/Day/Year)  10	OMEGA HEALTHCAR OHI ]  3. Date of Earliest Transaction (Mont 11/17/2009  4. If Amendment, Date of Original File of Interest (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Code  11/17/2009  A  Deemed ecution Date, and continue of the part of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	OMEGA HEALTHCARE IN OHI ]  3. Date of Earliest Transaction (Month/Day 11/17/2009  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date if any (Month/Day/Year)  2. Transaction Code (Instr. 8)  Code V  11/17/2009  A  11/17/2009  A  5. Number of Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, company on the code (Instr. 8)  Deemed Execution Date, if any (Month/Day/Year)  Code V  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	OMEGA HEALTHCARE INVESTO OHI  3. Date of Earliest Transaction (Month/Day/Year) 11/17/2009  4. If Amendment, Date of Original Filed (Month/Day/Year) Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  11/17/2009  A 354(¹¹  Code   V   Amount  11/17/2009  A 354(¹¹  Deemed ecution Date, any onth/Day/Year)  5. Number of Berviative Securities Acquired (A) Or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration Date (Month/Day/Year)	OMEGA HEALTHCARE INVESTORS INCOHI]  3. Date of Earliest Transaction (Month/Day/Year)  11/17/2009  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (A) or (D)  11/17/2009  A 354(1) A  Deemed (e.g., puts, calls, warrants, options, convertible securit or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Date Expiration	OMEGA HEALTHCARE INVESTORS INC [ OHI ]  3. Date of Earliest Transaction (Month/Day/Year) 11/17/2009  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 8)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Instr. 8)  2. Deemed Execution Date, (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Amount (A) or Beneficially (e.g., puts, calls, warrants, options, convertible securities)  3. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  3. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  3. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  3. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  3. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  3. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  4. Transaction Date (D) (instr. 3, and 4)  4. Securities Acquired, D or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  4. Securities Acquired (A) or Disposed of, or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  4. Securities Acquired (A) or Disposed of, or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  4. Amount (A) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  4. Amount (B) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  4. Amount (B) or Beneficially (c.g., puts, calls, warrants, options, convertible securities)  5. Number of the Code (C.g., puts, calls, warrants, options, convertible securities)  6. Date Execution Date (C.g., puts, calls, warrants, options, convertible securities)  6. Date Execu	el - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction (Month/Day/Year)  3. Transaction (Defense: 8)  4. Securities Acquired (A) or Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Defense: 8)  4. Transaction (Defense: 8)  5. Number (Month/Day/Year)  4. Transaction (Defense: 8)  5. Number (Month/Day/Year)  4. Transaction (Defense: 8)  7. Title and Amount of Expiration Date (Month/Day/Year)  6. Indiv X  Amount (A) or Price (Month/Day/Year)  7. Title and Amount of Expiration Date (Month/Day/Year)  8)  Amount or Month (Month/Day/Year)  Amount or Number (Month/Day/Year)	a)  DMEGA HEALTHCARE INVESTORS INC [ OHI ]  3. Date of Earliest Transaction (Month/Day/Year)  11/17/2009  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  2. Transaction Date, (Month/Day/Year)  A 354(1)  A \$17.64  3. Accurrities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code   V	OMEGA HEALTHCARE INVESTORS INC [ OHI ]  3. Date of Earliest Transaction (Month/Day/Year) 11/17/2009  4. If Amendment, Date of Original Filled (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (instr. 8)  4. Securities Acquired (A) or Disposed Of (D) (instr. 3, 4 and 5)  5. Amount of Disposed Of (D) (instr. 3, 4 and 5)  6. Individual or Joint/Group F X Form filed by One I Form filed by More  4. Transaction Code (instr. 8)  7. Title and Amount of Securities Acquired (A) or Disposed Of (D) (instr. 3 and 4)  4. Transaction Code (instr. 8)  1. Deemed (e.g., puts, calls, warrants, options, convertible securities)  1. Deemed (custon Date, 8)  3. Date Exercisable and 7. Title and Amount of Securities Underlying Disposed Of (Instr. 3 and 4)  3. Amount of Disposed Of (Instr. 3 and 4)  4. Transaction Code (instr. 9)  5. Number of Securities Underlying Disposed Of (Instr. 3)  6. Date Exercisable and 7. Title and Amount of Securities Underlying Disposed Of (Instr. 3)  6. Date Exercisable and 7. Title and Amount of Securities Underlying Disposed Of (Instr. 3)  8. Price of Servative Underlying Disposed Of (Instr. 3)  9. Number of Securities Underlying Disposed Of (Instr. 3)  1. Deemed Securities Underlying Disposed Of (Instr. 3)  2. Deemed Securities Underlying Disposed Of (Instr. 3)  3. Date Exercisable and Transaction Underlying Disposed Of (Instr. 3)  4. Transaction (I	OMEGA HEALTHCARE INVESTORS INC [ OHI ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Transaction (Month/Day/Year)  6. Individual or Joint/Group Filing (Check App X Form filed by One Reporting Person Form filed by More than One Report Form fil

## Explanation of Responses

1. Grant of stock for payment of Director's fees.

/s/ Thomas H. Peterson. Attorney-in-Fact 11/24/2009

\*\* Signature of Reporting Person Date

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

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).