

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

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

1. Name and Address of Reporting Person * BOOTH DANIEL J (Last) (First) (Middle) 200 INTERNATIONAL CIRCLE SUITE 3500 (Street) HUNT VALLEY MD 21030 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/07/2014		A		31,363 ⁽¹⁾	A	\$30.39	203,651	D		
Common Stock	01/07/2014		F		11,454 ⁽²⁾	D	\$30.39	192,197	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Res. Stk. Units	(3)	01/07/2014		A		70,566		(4)	(4)	Common Stock	70,566	\$0	70,566	D	
Performance Res. Stk. Units	(5)	01/07/2014		A		23,522		(4)	(4)	Common Stock	23,522	\$0	94,088	D	

Explanation of Responses:

- Represents the vesting of performance restricted stock units based on an annual absolute Total Shareholder Return as determined on January 7, 2014
- Represents a portion of performance restricted stock units that vested on December 31, 2013 and are deliverable by the reporting person on or about January 7, 2014 as payment of income tax liability in connection with delivery of the shares subject to the performance restricted stock units.
- Represents Performance Restricted Stock Units (PRSUs) earned (but not yet vested) based on absolute Total Shareholder Return for the 2011-2013 performance cycle, as determined January 7, 2014.
- These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment
- Represents PRSUs earned (but not yet vested) based on relative Total Shareholder Return for the 2011-2013 performance cycle, as determined January 7, 2014.

/s/ Thomas H. Peterson, 01/09/2014
Attorney-in-Fact

** Signature of Reporting Person 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.