

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

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

1. Name and Address of Reporting Person * <u>CRABILL R LEE</u> (Last) (First) (Middle) <u>200 INTERNATIONAL CIRCLE</u> <u>SUITE 3500</u> (Street) <u>HUNT VALLEY MD 21030</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OMEGA HEALTHCARE INVESTORS INC [</u> <u>OHI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2014</u>	
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	06/30/2014		M		8,082 ⁽¹⁾	A	\$36.86	67,138	D	
Common Stock	06/30/2014		M		2,694 ⁽²⁾	A	\$36.86	69,832	D	
Common Stock	06/30/2014		F		5,447 ⁽³⁾	D	\$36.86	64,385	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
Performance Res. Stk. Units	(1)	06/30/2014		M			8,082	(4)	(4)	Common Stock	8,082	\$0	24,244	D	
Performance Res. Stk. Units	(2)	06/30/2014		M			2,694	(4)	(4)	Common Stock	2,694	\$0	21,550	D	

Explanation of Responses:

- Represents performance restricted stock units (PRsUs) that vested on June 30, 2014, with the amount earned based on absolute Total Shareholder Return for the 2011-2013 performance cycle.
- Represents PRsUs that vested June 30, 2014 that are based on relative Total Shareholder Return for the 2011-2013 performance cycle.
- Represents the portion of PRsUs that vested on June 30, 2014 that are deliverable by the reporting person on or about June 30, 2014 as payment of income tax liability in connection with the vesting of the PRsUs.
- PRsUs related to the 2011-2013 performance cycle vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.

/s/ Thomas H. Peterson,
Attorney-in-Fact

07/02/2014

** 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.