

| 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 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 *<br><b>BOOTH DANIEL J</b><br><br>(Last) (First) (Middle)<br><b>200 INTERNATIONAL CIRCLE</b><br><b>SUITE 3500</b><br><br>(Street)<br><b>HUNT VALLEY MD 21030</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>OMEGA HEALTHCARE INVESTORS INC [ OHI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><b>X Chief Operating Officer</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/31/2014</b>                        |   |
|  | 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                    | 12/31/2014                           |  | M                              |   | 23,521 <sup>(1)</sup>   | A          | \$39.07 | 194,049   | D  |   |
| Common Stock                    | 12/31/2014                           |  | M                              |   | 16,497 <sup>(2)</sup>   | A          | \$39.07 | 210,546   | D  |   |
| Common Stock                    | 12/31/2014                           |  | F                              |   | 20,229 <sup>(3)</sup>   | D          | \$39.07 | 190,317   | 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)  | 12/31/2014                           |  | M                              |   |  | 23,521 | (4)  | (4)             | Common Stock  | 23,521                                     | \$0  | 0   | D  |       |
| Restricted Stock Units                     | (2)  | 12/31/2014                           |  | M                              |   |  | 16,497 | (5)  | (5)             | Common Stock  | 16,497                                     | \$0  | 61,275  | D  |       |

**Explanation of Responses:**

1. Represents performance restricted stock units (PRSUs) that vested on 12/31/2014 for the 2011-2013 performance cycle.
2. Represents the vesting of one third of the time based transition restricted stock units for the 2014-2016 service period.
3. Represents a portion of vested PRSUs and transition restricted stock units that vested on 12/31/2014 and withheld as payment of income tax liability in connection with such vesting.
4. These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment
5. On 12/31/2013, the reporting person was granted restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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

01/05/2015

\*\* 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.