SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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* <u>STEPHENSON ROBERT O</u>				2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [ OHI ]							tionship of Reporting F all applicable) Director Officer (give title	Person(s) to Issuer 10% Owner Other (specify		
(Last) (First) (Middle) 200 INTERNATIONAL CIRCLE				3. Date of Earliest Transaction (Month/Day/Year) 01/08/2015							X Officer (give true below) below) Chief Financial Officer			
SUITE 3500					ndment, Date of O	riginal Fil	ed (M	onth/Day/Year)	6. Indiv X					
(Street) HUNT VALLEY	MD	21030									Form filed by More	than One Reporti	ng Person	
(City)	(State)	(Zip)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Security (Instr. 3) 2. Tran Date (Month				ction ay/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Ac Disposed Of (D			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock			01/08/	2015		м		24,309(1)	A	\$39.07	174,631	D		
Common Stock 01/08						F		8,918 <sup>(2)</sup>	D	\$39.07	165,713	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	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		Transaction(s) (Instr. 4)		
Restricted Stock Units	(3)	01/08/2015		м			24,309	(3)	(3)	Common Stock	24,309	\$ <mark>0</mark>	22,557	D	

## Explanation of Responses:

1. Represents the vesting of the transition performance restricted stock units based on absolute and relative Total Shareholder Return for the 2014 performance cycle.

2. Represents a portion of transition performance restricted stock units that vested on December 31, 2014 and withheld as payment of income tax liability in connection with delivery of the shares subject to the transition performance restricted stock units.

3. Represents transition performance restricted stock units that vested on December 31, 2014

## <u>/s/ Thomas H. Peterson,</u> Attorney-in-Fact

\*\* Signature of Reporting Person

01/12/2015

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.