

| 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 *<br><b>BOBINS NORMAN</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><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/01/2015</b>                        |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

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                    | 04/01/2015                           |  | A                              |   | 15,120 <sup>(1)</sup>   | A          | \$40.57 | 15,120  | 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 |
| Stock Options (Right to Buy)               | \$18.41  | 04/01/2015                           |  | A                              |   | 19,885 <sup>(2)</sup>  |     | 04/01/2015   | <sup>(3)</sup>  | Common Stock  | 19,885                                     | \$0  | 19,885  | D  |       |
| Stock Options (Right to Buy)               | \$20.97  | 04/01/2015                           |  | A                              |   | 760 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(4)</sup>  | Common Stock  | 760  | \$0  | 760   | D  |       |
| Stock Options (Right to Buy)               | \$19.97  | 04/01/2015                           |  | A                              |   | 162 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(5)</sup>  | Common Stock  | 162  | \$0  | 162   | D  |       |
| Stock Options (Right to Buy)               | \$20.01  | 04/01/2015                           |  | A                              |   | 270 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(6)</sup>  | Common Stock  | 270  | \$0  | 270   | D  |       |
| Stock Options (Right to Buy)               | \$20.71  | 04/01/2015                           |  | A                              |   | 487 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(7)</sup>  | Common Stock  | 487  | \$0  | 487   | D  |       |
| Stock Options (Right to Buy)               | \$21   | 04/01/2015                           |  | A                              |   | 379 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(8)</sup>  | Common Stock  | 379  | \$0  | 379   | D  |       |
| Stock Options (Right to Buy)               | \$20.98  | 04/01/2015                           |  | A                              |   | 976 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(9)</sup>  | Common Stock  | 976  | \$0  | 976   | D  |       |
| Stock Options (Right to Buy)               | \$20.76  | 04/01/2015                           |  | A                              |   | 20.76 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(10)</sup> | Common Stock  | 20.76                                      | \$0  | 20.76   | D  |       |
| Stock Options (Right to Buy)               | \$20.74  | 04/01/2015                           |  | A                              |   | 2,551 <sup>(2)</sup>   |     | 04/01/2015   | <sup>(11)</sup> | Common Stock  | 2,551                                      | \$0  | 2,551   | D  |       |

Explanation of Responses:

- Received in exchange for 16,800 shares (including restricted shares) of common stock in connection with the merger of Aviv REIT, Inc. into a wholly owned subsidiary of the Issuer (the "Merger").
- Received in the Merger in exchange for an employee stock option to acquire shares of Aviv common stock .
- Does not expire
- Does not expire
- Does not expire
- Does not expire
- Does not expire
- Does not expire
- Does not expire
- Does not expire
- Does not expire

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

04/03/2015

\*\* 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.

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