

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 * INSOFT STEVEN 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 Corp Development Officer
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2015	
	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	04/01/2015		A		153,757 ⁽¹⁾	A	\$40.57	153,757	D	
Common Stock	04/01/2015		A		53,872 ⁽²⁾	A	\$40.57	207,629	D	
Common Stock	04/01/2015		F		23,707 ⁽³⁾	D	\$40.57	183,922	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				
Stock Options (Right to Buy)	\$18.41	04/01/2015		A		796,900 ⁽⁴⁾		04/01/2015	(5)	Common Stock	796,900	\$0	796,900	D	
Stock Options (Right to Buy)	\$19.96	04/01/2015		A		17,712 ⁽⁴⁾		04/01/2015	(5)	Common Stock	17,712	\$0	17,712	D	
Stock Options (Right to Buy)	\$20.7	04/01/2015		A		16,950 ⁽⁴⁾		04/01/2015	(5)	Common Stock	16,950	\$20.7	16,950	D	
Stock Options (Right to Buy)	\$20.97	04/01/2015		A		181,306 ⁽⁴⁾		04/01/2015	(5)	Common Stock	181,306	\$0	181,306	D	
Stock Options (Right to Buy)	\$20.73	04/01/2015		A		137,242 ⁽⁴⁾		04/01/2015	(5)	Common Stock	137,242	\$0	137,242	D	
Restricted Stock Units	(6)	04/01/2015		A		4,274 ⁽⁷⁾		(8)	(8)	Common Stock	4,274	\$40.57	4,274	D	
Restricted Stock Units	(6)	04/01/2015		A		6,696 ⁽⁹⁾		(10)	(10)	Common Stock	6,696	\$40.57	10,970	D	
Restricted Stock Units	(11)	04/01/2015		A		24,914		(11)	(11)	Common Stock	24,914	\$40.57	35,884	D	

Explanation of Responses:

- Received in exchange for 170,844 shares (including restricted shares) of common stock of Aviv REIT, Inc. ("Aviv") in connection with the merger of Aviv REIT, Inc. into a wholly owned subsidiary of the Issuer (the "Merger").
- Received in exchange for 59,860 performance-based restricted stock units of Aviv.
- Represents stock withheld as payment of income tax liability in connection with the delivery of shares subject to performance-based restricted stock units of Aviv.
- Received in the Merger in exchange for an employee stock option to acquire shares of Aviv common stock.
- Does not expire
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer.
- Received in the Merger in exchange for 4,749 RSUs of Aviv.
- The RSUs vest on December 31, 2015, subject in each case to the holder not incurring a termination through the vesting date.
- Received in the Merger in exchange for 7,441 RSUs of Aviv.
- The RSUs vest on December 31, 2016, subject in each case to the holder not incurring a termination through the vesting date.
- Represents grant of RSUs subject to cliff vesting on December 31, 2017 and subject to continued employment on the vesting date and certain exceptions for qualifying termination of employment.

/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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