

OMB APPROVAL	
OMB Number:	3235-0287
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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) 07/09/2015	
	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	07/09/2015		M		796,900	A	\$18.41	926,950	D	
Common Stock	07/09/2015		M		17,712	A	\$19.96	944,662	D	
Common Stock	07/09/2015		M		16,950	A	\$20.7	961,612	D	
Common Stock	07/09/2015		M		181,306	A	\$20.97	1,142,918	D	
Common Stock	07/09/2015		M		137,242	A	\$20.73	1,280,160	D	
Common Stock	07/09/2015		F ⁽¹⁾		858,494	D	\$35.92	421,666	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	07/09/2015		M		796,900		04/01/2015	(2)	Common Stock	796,900	\$0	0	D	
Stock Options (Right to Buy)	\$19.96	07/09/2015		M		17,712		04/01/2015	(2)	Common Stock	17,712	\$0	0	D	
Stock Options (Right to Buy)	\$20.7	07/09/2015		M		16,950		04/01/2015	(2)	Common Stock	16,950	\$0	0	D	
Stock Options (Right to Buy)	\$20.97	07/09/2015		M		181,306		04/01/2015	(2)	Common Stock	181,306	\$0	0	D	
Stock Options (Right to Buy)	\$20.73	07/09/2015		M		137,242		04/01/2015	(2)	Common Stock	137,242	\$0	0	D	

Explanation of Responses:

- 1. Not an open market sale of securities. Represents shares withheld from issuance by the Company to satisfy the exercise price and tax withholding obligations in connection with the option exercise.
- 2. Does not expire

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

07/13/2015

** 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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