FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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

Common Stock 12/29/2015 G V 200 D \$35.08 175,758 D Common Stock 12/30/2015 G V 100 D \$35.08 175,658 D 1. Title of Security (Instr. 3) 2. Transaction Date (Honth/Day/Year) (Instr. 3) 2. Transaction Date (Honth/Day/Year) (Instr. 3) 2. Transaction Date (Honth/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year)	1. Name and Address of Reporting Person* STEPHENSON ROBERT O (Last) (First) (Middle) 200 INTERNATIONAL CIRCLE SUITE 3500 (Street) HUNT VALLEY MD 21030							2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI] 3. Date of Earliest Transaction (Month/Day/Year) 12/29/2015 4. If Amendment, Date of Original Filed (Month/Day/Year)									ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (specify below) Chief Financial Officer vidual or Joint/Group Filing (Check Applicable Line Form filed by One Reporting Person Form filed by More than One Reporting Person			able Line)
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 3, 4 and 5) 3. Transaction (Sold (Instr. 4) (Instr. 3) 3. Transaction (Sold (Instr. 4) (Instr.	(Oity)	(Otate)			ı-Der	ivativ	e Se	curitie	s Aca	uired	Disn	osed of	or F	Benefi	cially Ov	ned.				
Common Stock 12/29/2015 G V 200 D \$35.08 175,758 D Common Stock 12/30/2015 G V 100 D \$35.36 175,658 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) Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) (M	1. Title of Security (Instr. 3) 2. Ti					. Transaction 2 Date E		2A. Deemed Execution Date, if any		3. Transaction Code (Instr.		4. Securities Acquired (A) or) or	5. Amount of Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect (I)		Indirect Beneficial Ownership
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities On Date (Month/Day/Year) Security (Instr. 3) Security (Instr. 3) Security Securities Security Securities Sec		Code	v	Amount						(A) or (D)	Price					(111341.4)				
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) Security (Instr. 3) Security Security Security 2. Conversion or Exercise Price of Derivative Security Sec	Common Stock 12/					29/2015				G	٧	200		D	\$35.08	175,758			D	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Security (Instr. 3) Security (Instr. 4) 2. Conversion or Exercise (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 4) 5. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) Amount or	Common Stock 12/3					30/2015				G	٧	100 D S		\$35.36	175,658			D		
Derivative Security (Instr. 3) For instruction of Exercise Price of Derivative Security (Month/Day/Year) Securities (Month/Day/Year) For instruction of Exercise Price of Derivative Security (Month/Day/Year) For instruction of Exercise Price of Derivative Security (Month/Day/Year) For instruction of Exercise Price of Derivative Security (Month/Day/Year) For instruction of Exercise Price of Derivative Security (Month/Day/Year) For instruction of (D) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) Privative Securities Derivative Securities (Month/Day/Year) (Month/Day/Year) Privative Securities Privative Securities (Month/Day/Year) Privative Securities Privative Securities (Month/Day/Year) Privative Securities P																				
Amount or (Instr. 4)	Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Date, if any		Code (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Da		te	Securities Under Derivative Secur		derlying curity	Derivative Security	derivative Securities Beneficiall Owned Following Reported	e s lly	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership (Instr. 4)
Code V (A) (D) Date Expiration Date Code V (A) (D) Date Code Code V (A) (D) Date Code V (A) (D) Date Code V (A) Date V (A)	Evalenation of De	2000001				Code V		(A)	(D)	Date Exercisa		Expiration Date	Title	,	or Number	ount (Instr		5(3)		

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

** Signature of Reporting Person Date

12/30/2015

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $^{^{\}star}$ 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).