

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>Bernfield Craig M</u> <hr/> (Last) (First) (Middle) 200 INTERNATIONAL CIRCLE SUITE 3500 <hr/> (Street) HUNT VALLEY MD 21030 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OMEGA HEALTHCARE INVESTORS INC [OHI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2016	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	09/08/2016		M		1,494,209	A	\$16.56	1,733,043	D	
Common Stock	09/08/2016		M		33,196	A	\$17.96	1,766,239	D	
Common Stock	09/08/2016		M		31,783	A	\$18.62	1,798,022	D	
Common Stock	09/08/2016		M		627,813	A	\$18.87	2,425,835	D	
Common Stock	09/08/2016		M		297,796	A	\$18.65	2,723,631	D	
Common Stock	09/08/2016		F ⁽¹⁾		1,819,694	D	\$38.02	903,937	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	09/08/2016		M			1,494,209	04/01/2015	(2)	Common Stock	1,494,209	\$0	0	D	
Stock Options (Right to Buy)	\$19.96	09/08/2016		M			33,196	04/01/2015	(2)	Common Stock	33,196	\$0	0	D	
Stock Options (Right to Buy)	\$20.7	09/08/2016		M			31,783	04/01/2015	(2)	Common Stock	31,783	\$0	0	D	
Stock Options (Right to Buy)	\$20.97	09/08/2016		M			627,813	04/01/2015	(2)	Common Stock	627,813	\$0	0	D	
Stock Options (Right to Buy)	\$20.73	09/08/2016		M			297,796	04/01/2015	(2)	Common Stock	297,796	\$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

09/08/2016

** 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.

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.