

| 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

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|--|--|--|
| 1. Name and Address of Reporting Person *<br><b>PERKS BEN W</b><br><br>(Last) (First) (Middle)<br><b>303 INTERNATIONAL CIRCLE</b><br><b>SUITE 200</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>06/01/2017</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                    | 06/01/2017                           |  | M                              |   | 19,885  | A          | \$18.41 | 43,189  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 760   | A          | \$20.97 | 43,949  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 162   | A          | \$19.97 | 44,111  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 270   | A          | \$20.01 | 44,381  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 487   | A          | \$20.71 | 44,868  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 379   | A          | \$21    | 23,683  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 976   | A          | \$20.98 | 24,659  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 542   | A          | \$20.76 | 25,201  | D  |   |
| Common Stock                    | 06/01/2017                           |  | M                              |   | 2,551   | A          | \$20.74 | 27,752  | D  |   |
| Common Stock                    | 06/01/2017                           |  | F <sup>(1)</sup>               |   | 14,817  | D          | \$33.28 | 34,499  | 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  | 06/01/2017                           |  | M                              |   | 19,885   |     | 04/01/2015   | (2)             | Common Stock  | 19,885                     | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$20.97  | 06/01/2017                           |  | M                              |   | 760  |     | 04/01/2015   | (2)             | Common Stock  | 760                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$19.97  | 06/01/2017                           |  | M                              |   | 162  |     | 04/01/2015   | (2)             | Common Stock  | 162                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$20.01  | 06/01/2017                           |  | M                              |   | 270  |     | 04/01/2015   | (2)             | Common Stock  | 270                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$20.71  | 06/01/2017                           |  | M                              |   | 487  |     | 04/01/2015   | (2)             | Common Stock  | 487                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$21   | 06/01/2017                           |  | M                              |   | 379  |     | 04/01/2015   | (2)             | Common Stock  | 379                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$20.98  | 06/01/2017                           |  | M                              |   | 976  |     | 04/01/2015   | (2)             | Common Stock  | 976                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$20.76  | 06/01/2017                           |  | M                              |   | 542  |     | 04/01/2015   | (2)             | Common Stock  | 542                        | \$0  | 0  | D   |  |
| Stock Options (Right to Buy)               | \$20.74  | 06/01/2017                           |  | M                              |   | 2,551  |     | 04/01/2015   | (2)             | Common Stock  | 2,551                      | \$0  | 0  | D   |  |

**Explanation of Responses:**

1. Not an open sale of securities. Represents shares withheld from issuance by the Company to satisfy the exercise price in connection with the option exercise.

2. Does not expire

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

06/05/2017

\*\* 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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