

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

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <b>INSOFT STEVEN J</b>  (Last) (First) (Middle) <b>303 INTERNATIONAL CIRCLE</b> <b>SUITE 200</b>  (Street) <b>HUNT VALLEY MD 21030</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OMEGA HEALTHCARE INVESTORS INC [ OHI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>X Chief Corp Development Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/01/2018</b>	
	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	01/10/2018		M		24,914 <sup>(1)</sup>	A	\$27.54	348,990	D	
Common Stock	01/10/2018		F		8,270 <sup>(2)</sup>	D	\$27.54	340,720	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				
Restricted Stock Units	(3)	01/01/2018		A		22,672		(3)	(3)	Common Stock	22,672	\$27.54	84,415	D	
Restricted Stock Units	(4)	01/10/2018		M		24,914		(4)	(4)	Common Stock	24,914	\$0	59,501	D	

**Explanation of Responses:**

1. Represents the vesting of Restricted Stock Units subject to three-year cliff vesting granted in 2015.
2. Represents a portion of restricted stock that vested on December 31, 2017 and was delivered by the reporting person as payment of income tax liability in connection with such vesting.
3. Represents grant of Restricted Stock Units subject to three-year cliff vesting on December 31, 2020 and subject to continued employment on the vesting date and certain exceptions for qualifying termination of employment.
4. Restricted Stock Units granted in 2015 subject to three-year cliff vesting on December 31, 2017, subject to continued employment on the vesting date.

/s/ Thomas H. Peterson, 01/12/2018  
Attorney-in-Fact

\*\* 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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