FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

ОН	2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI]									tionship of R all applicabl Director Officer (gi below)	e)	Croon	10% Ov	
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018									Ch	ief Fina	ncial	Officer	
4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line					able Line)
									^		,	•	•	g Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Transaction ate Ionth/Day/Ye	Execution Date, /Day/Year) if any			Code (Instr.					Securities Beneficially Following F	Owned Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	(A (D) or)	Price					(111341.4)
12/31/201	18			М		16,10	1 (1)	A	\$35.15	246,564		D		
12/31/201	1/2018			F		7,943	3 ⁽²⁾	D	\$35.15	238,621			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
	nsaction Derivative			Expiration Date Securities Underlyi			ing Derivativ		derivative Securities Beneficial Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Ownership	Beneficial Ownership (Instr. 4)		
Code	v	(A)					Title	N N	umber of		(Instr. 4)	5.1(5)		
М			16,101	(1)		(1)	ı		6,101	\$0	39,43	6	D	
1	3. D 12/ 4. If Derivativ Transaction the loop t	3. Date of 12/31/20 4. If Amenda 4. If Amend	3. Date of Earliest 12/31/2018 4. If Amendment, 4. If Amendment, 2A. Deer Execution if any (Month/I 2/31/2018	3. Date of Earliest Transactin 12/31/2018 4. If Amendment, Date of Onte 12/31/2018 2. A. Deemed Execution Date, if any (Month/Day/Year) 2/31/2018	3. Date of Earliest Transaction (Month 12/31/2018 4. If Amendment, Date of Original Filed 4. If Amendment, Date of Original Filed 5. Date Execution Date, if any (Month/Day/Year) 2/3.1/2018 2/3.1/2018 2/3.1/2018 Acquired (A) or Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable	3. Date of Earliest Transaction (Month/Day 12/31/2018 4. If Amendment, Date of Original Filed (Month/Day/Year) Porivative Securities Acquired, Disponents (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. 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- 1. Represents Restricted Stock Units (RSUs) granted 1/1/2016 that vested on 12/31/2018 and were converted to common stock on a one-for-one basis. The RSUs were subject to continued employment on the vesting date with certain exemptions for qualifying termination of employment.
- 2. Represents the portion of Restricted Stock Units (RSUs) that vested on 12/31/2018 and surrendered by the reporting person as payment of income tax liability in connection with the vesting of the RSUs.

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

01/03/2019

** 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.