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

(Last) (First) (Middle) 3.3 Date of Earliest Transaction (Month/Day/Year) Chief Operating Officer  SUITE 200  4. If Amendment, Date of Original Filed (Month/Day/Year) G. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by More than One Reporting Person  Form filed by More than 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) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Security (Instr. 4) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  3. Transaction (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  4. Securities	1. Name and Address of Reporting Person*  BOOTH DANIEL J					2. Issuer Name and Ticker or Trading Symbol  OMEGA HEALTHCARE INVESTORS INC [ OHI ]								[ (Check	tionship of R all applicabl Director Officer (gi	10% Owner		·		
(Street) HUNT VALLEY MD  21030  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Iflant, 4)  (Month/Day/Year) (Month/Day/Ye	, ,	`	,	(Middle)		` , ,								7 ^	below) below)					
City   (State   City							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)    2.1 Deemed Execution Date (Month/Day/Year)   2.2 Deemed Execution Date, If any (Month/Day/Year)   2.3 Deemed Execution Date, If any (Month/Day/Year)   2.4 Deemed Execution Date, If any (Month/Day/Year)   2.5 Deeper Securities Securities Securities Acquired (A) or (D) (Instr. 3, 4 and 5)   3.5 Deemed Execution Date, If any (Month/Day/Year)   3.5 Deemed Execution Date (Month/Day/Year)   3.5 Deemed Execution Date, If any (Month/Day/Year)   3.5	,														· · · · · ·					
1. Title of Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   2. Transaction (Month/Day/Year)   3. Transaction (Month/Day/Year)   4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)   5. Amount of Disposed Of (D) (Instr. 4)   7. Nature of Disposed Of (D)   7. Nature	(City)	(Stat	e)	(Zip)																
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (Month/Day/Year)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Code   V   Amount   (A) or (D)   Price   (Instr. 3 and 4)	Date					Day/Year) Execution Date			Transaction Code (Instr.						Securities Beneficially Following F	Securities Beneficially Owned Following Reported		Direct (D) irect (I) 4)	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 Security (Instr. 3)  2. Conversion Security (Instr. 3)  3. Transaction Date Execution Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Securities Underlying Derivative Securities Un						Code	v	Amount (A) or (D)		Price					(mstr. 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)  2. Conversion Or Exercise Price of Derivative Security  (Month/Day/Year)  3. Transaction Date Expiration Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)	Common Stock 04/0						1/2019		М		10,599(1)		Α	\$38.15	197,805		D			
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion Security (Instr. 3)  2. Conversion Security (Instr. 3)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Derivative Securities Underlying Derivative Security (Instr. 3)  4. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  6. Date Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Securities Securities Securities Underlying Derivative Security (Instr. 3)  8. Price of Derivative Security (Instr. 3)  9. Number of derivative Securities Underlying Derivative Security (Instr. 4)  9. Number of Securities Underlying Derivative Security (Instr. 4)  9. Number of Derivative Securities Underlying	Common Stock 04/0					1/2019		F		5,082 <sup>(2)</sup> D		D	\$38.15	192,723		D				
Derivative Security (Instr. 3)  Derivative Security (Instr. 3)  Derivative Security (Instr. 3)  Derivative Securities Date (Month/Day/Year) (Month/Day/Year)  Derivative Securities Derivative Securities (Month/Day/Year) (Instr. 3)  Derivative Securities Derivative Securities (Month/Day/Year) (Instr. 4)  Expiration Date (Month/Day/Year) Securities Derivative Securities Securities Securities (Instr. 4)  Derivative Securities Underlying Derivative Securities Securities Securities Securities Securities Securities (Instr. 4)  Probleman (Instr. 4)  Restricted (3)  Overship Form: Direct (D) or Indirect Following Reported Transaction(s) (Instr. 4)  Restricted (3)  Overship Form: Direct (D) or Indirect Form: Dire																				
Restricted (3) 04/01/2019 M 10.500 (3) (3) Common 10.500 so 96.286 D	Derivative Security (Instr.	Conversion or Exercise Price of Derivative	Date (Month/Day/Year)	Execution Date if any	Code (		Derivative Securities Acquired (A) or Disposed of (D)		Expiration Dat		te	Securities Underl Derivative Securi		erlying	Derivative Security	derivative Securities Beneficia Owned Following	Owners Form: Iy Direct ( or Indir	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
					Code	v	(A)	(D)				Title		Number of		Transacti				
Stock Units		(3)	04/01/2019		М			10,599	(3)		(3)			10,599	\$0	96,286		D		
Profit Interest Units         (4)(5)         04/01/2019         M         10,314         (6)         (6)         OP Units         10,314         \$0         30,940         D		(4)(5)	04/01/2019		М			10,314	(6)		(6)	ОР	Units	10,314	\$0	30,94	.0	D		
OP Units (5) 04/01/2019 M 10,314 (5) (5) Common Stock 10,314 \$0 10,314 D	OP Units	(5)	04/01/2019		М		10,314		(5)		(5)			10,314	\$0	10,31	4	D		

## Explanation of Responses

- 1. Represents Restricted Stock Units (RSUs) granted 1/1/2016 that vested on 4/1/2019 and converted to common stock on a one-for-one basis.
- 2. Represents the portion of Restricted Stock Units (RSUs) surrendered by the reporting person as payment of income tax liability in connection with the vesting of the RSUs.
- 3. Represents Restricted Stock Units (RSUs) granted 1/1/2016 that vested on 4/1/2019 and converted into Common Stock on a one-for-one basis.
- 4. Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit represents a contingent right to receive one unit of limited partnership interest (an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements.
- 5. Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement. the OP Units have no expiration date.
- 6. 25% of the Units earned based on performance for the 2016-2018 performance period vest at the end of each quarter of 2019, subject to contintued employment and accelerated vesting upon certain events.

/s/ Thomas H. Peterson, Attorney-in-Fact 04/03/2019

\*\* 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.