

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

1. Name and Address of Reporting Person * <u>PICKETT C TAYLOR</u> _____ (Last) (First) (Middle) <u>303 INTERNATIONAL CIRCLE</u> <u>SUITE 200</u> _____ (Street) <u>HUNT VALLEY MD 21030</u> _____ (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2019</u>			
			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 <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			

**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				
Def. Res. Stock Units	(1)	10/01/2019		M		19,874		(2)	(2)	Common Stock	19,874	\$0	19,874	D	
Deferred Stock Units	(3)	10/01/2019		M		19,874		(4)	(4)	Common Stock	19,874	\$0	358,852	D	
Profit Interest Units	(5)(6)	10/01/2019		M		19,337		(6)	(6)	OP Units	19,337	\$0	59,011	D	
OP Units	(7)	10/01/2019		M		19,337		(7)	(7)	Common Stock	19,337	\$0	58,011	D	

**Explanation of Responses:**

- Represents Deferred Restricted Stock Units which the reporting person elected to receive in lieu of Restricted Stock Units upon earning of Performance Restricted Stock Units. Each Deferred Restricted Stock Unit represents a right to receive one share of common stock.
- 25% of the Deferred Restricted Stock Units earned based on performance for the 2016-2018 performance period vest at the end of each quarter of 2019, subject to continued employment and accelerated vesting upon certain events.
- Represents Deferred Stock Units which the reporting person elected to receive upon the vesting of Deferred Restricted Stock Units. Each Deferred Stock Unit represents a right to receive one share of common stock when vested. If the participant previously elected, dividends will also be converted into Deferred Stock Units.
- The Deferred Stock Units become payable in February 2023
- 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. 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.
- 25% of the units earned based on performance for the 2016-2018 performance period vest at the end of each calendar quarter of 2019, subject to continued employment and accelerated vesting in certain events.
- 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.

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

10/03/2019

\*\* 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.