

OMB APPROVAL	
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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>STEPHENSON ROBERT O</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2019</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	12/06/2019		G	V	125	D	\$42.29	214,810	D	
Common Stock	12/24/2019		G	V	1,200	D	\$41.62	213,610	D	
Common Stock	12/31/2019		M		9,274 <sup>(1)</sup>	A	\$42.35	222,884	D	
Common Stock	12/31/2019		F		4,629 <sup>(2)</sup>	D	\$42.35	218,255	D	
Common Stock	12/31/2019		M		18,273 <sup>(3)</sup>	A	\$42.35	236,528	D	
Common Stock	12/31/2019		F		8,807 <sup>(2)</sup>	D	\$42.35	227,721	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	(4)	12/31/2019		M			9,274	(4)	(4)	Common Stock	9,274	\$0	39,436	D	
Restricted Stock Units	(3)	12/31/2019		M			18,273	(3)	(3)	Common Stock	18,273	\$0	21,163	D	
Profit Interest Units	(5)(6)	12/31/2019		M			9,025	(5)	(5)	OP Units	9,025	\$0	17,122	D	
OP Units	(7)	12/31/2019		M			9,025	(7)	(7)	Common Stock	9,025	\$0	36,097	D	

Explanation of Responses:

- Represents the remaining 25% of the restricted stock units earned based on performance for the 2016-2018 performance period that vested at the end of each calendar quarter of 2019, subject to continued employment and accelerated vesting in certain events.
- 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.
- Represents the vesting of Restricted Stock Units subject to three-year cliff vesting granted on 1/1/2017, subject to continued employment and accelerated vesting in certain events and converted to common stock on a one-for-one basis.
- Represents Restricted Stock Units earned based on performance for the 2016-2018 performance period that vested at the end of each calendar quarter of 2019, subject to continued employment and accelerated vesting in certain event and converted to common stock on a one-for-one basis.
- 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. the OP Units have no expiration date.

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

01/03/2020

\*\* 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.**