OMEGA HEALTHCARE INVESTORS INC
Form 4
January 05, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PICKETT C TAYLOR

(Last) (First) (Middle)

200 INTERNATIONAL CIRCLE, SUITE 3500

(Street)

HUNT VALLEY, MD 21030

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OMEGA HEALTHCARE INVESTORS INC [OHI]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by 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)	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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amoun Underlying Securiti

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Month/Day/Year)		(Instr. 3 and 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Numb of Sh
Performance Res. Stk. Units	(1)	12/31/2014	M			39,202	(2)	(2)	Common Stock	39,2
Deferred Stock Units	(3)	12/31/2014	M		39,202		(4)	(4)	Common Stock	39,2
Restricted Stock Units	(5)	12/31/2014	M			30,050	(6)	(6)	Common Stock	30,0
Deferred Stock Units	(7)	12/31/2014	M		30,050		(8)	(8)	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICKETT C TAYLOR 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X		Chief Executive Officer	

Signatures

/s/ Thomas H. Peterson, Attorney-in-Fact	01/05/2015
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) Represents performance restricted stock units (PRSUs) that vested on 12/31/2014 for the 2011-2013 performance cycle.

(2) These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.

(3) Represents Deferred Stock Units issued upon vesting of Performance Restricted Stock Units (PRSUs) which the reporting person previously elected to receive in lieu of common stock upon the vesting of both absolute and relative Total Shareholder Return for the 2011-2013 performance cycle. Each Deferred Stock Unit represents a right to receive one share of common stock. If the participant previously elected, dividends will also be converted into Deferred Stock Units.

(4) The deferred stock units become payable in January 2017.

(5) On 12/31/2013, the reporting person was granted restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

(6) These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.

(7)

Represents deferred stock units issued upon the vesting of one third of the time based transition restricted stock units for the 2014-2016 service period, which the reporting person previously elected to receive in lieu of common stock.

(8) The deferred stock units become payable in January 2022.

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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