

OMEGA HEALTHCARE INVESTORS INC

Form 4

January 05, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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2005  
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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PICKETT C TAYLOR2. Issuer Name and Ticker or Trading  
Symbol  
OMEGA HEALTHCARE  
INVESTORS INC [OHI]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 INTERNATIONAL  
CIRCLE, SUITE 35003. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2014☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Chief Executive Officer(Street)  
HUNT VALLEY, MD 210304. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)
				(A) or (D)			
			Code	V	Amount		Price

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

**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 control  
number.**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 Amount Underlying Security
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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	Amount or Number of Shares
Performance Res. Stk. Units	(1)	12/31/2014	M		39,202	(2)	(2)		Common Stock	39,202
Deferred Stock Units	(3)	12/31/2014	M		39,202	(4)	(4)		Common Stock	39,202
Restricted Stock Units	(5)	12/31/2014	M		30,050	(6)	(6)		Common Stock	30,050
Deferred Stock Units	(7)	12/31/2014	M		30,050	(8)	(8)		Common Stock	30,050

## 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)

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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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