

OMEGA HEALTHCARE INVESTORS INC

Form 4

January 10, 2017

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

OMB APPROVAL

OMB
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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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2017☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer**200 INTERNATIONAL
CIRCLE, SUITE 3500**

(Street)

4. 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**HUNT VALLEY, MD 21030**

(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 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)
Common Stock	01/06/2017		M	(A) or (D) Amount (1) 51,514 Price \$ 31.26	327,775	D	
Common Stock	01/06/2017		F	(2) 22,270 D \$ 31.26	305,505	D	
Common Stock					8,200	I	Family Trust

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

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information contained in this form are not
required to respond unless the form**SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(3)	01/06/2017		M	30,049	(4) (4)	Common Stock 30,049
Deferred Stock Units	(5)	01/06/2017		M	30,049	(6) (6)	Common Stock 30,049
Restricted Stock Units	(7)	01/06/2017		M	51,514	(7) (7)	Common Stock 51,514

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 01/10/2017

**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 the vesting of Restricted Stock Units subject to three-year cliff vesting on December 31, 2016 granted on 1/1/2014.
- (2) Represents a portion of restricted stock that vested on December 31, 2016 and was delivered by the reporting person as payment of income tax liability in connection with such vesting.
- (3) 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.

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- (4) Subject to three-year ratable time-based (1/3 per year) on 12/31/2014, 2015 and 2016, subject to continued employment on the vesting date.

Represents Deferred Stock Units which the reporting person elected to receive in lieu of common stock upon the vesting of Restricted

- (5) Stock Units. 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.

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

- (7) Restricted Stock Units granted 1/1/2014 subject to three-year cliff vesting on December 31, 2016. Vesting subject to continued employment on the vesting date.

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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