

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 \*  
STEPHENSON ROBERT O2. 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)  
01/06/2017☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chief Financial 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/06/2017                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>(1)<br>\$<br>31.26                    | 231,444                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/06/2017                              |                                                             | M                                       | (2)<br>\$<br>31.26                                                  | 253,074                                                                                                            | D                                                                       |                                                                   |
| Common<br>Stock                       | 01/06/2017                              |                                                             | F                                       | (3)<br>\$<br>31.26                                                  | 240,153                                                                                                            | D                                                                       |                                                                   |

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**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) |                 | 8. 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                     | (4)                                                    | 01/06/2017                           |                                                    | M                              |                                                                                         | 12,617                                                   |     | (4)                                                           | (4)             | Common Stock                                                  | 12,617                     |
| Restricted Stock Units                     | (5)                                                    | 01/06/2017                           |                                                    | M                              |                                                                                         | 21,630                                                   |     | (5)                                                           | (5)             | Common Stock                                                  | 21,630                     |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| STEPHENSON ROBERT O<br>200 INTERNATIONAL CIRCLE<br>SUITE 3500<br>HUNT VALLEY, MD 21030 | Chief Financial Officer          |

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact  
01/10/2017  
Date

\*\*Signature of Reporting Person

## 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 one third of the time based transition restricted stock units for the 2014-2016 service period.
- (2) Represents the vesting of Restricted Stock Units subject to three-year cliff vesting granted on 1/1/2014
- (3) 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.
- (4) Restricted Stock Units granted 12/31/2013 subject to three-year ratable time-based (1/3 per year) on December 31, 2014, 2015 and 2016. Vesting subject to continued employment on the vesting date.

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- (5) Restricted Stock Units granted 1/1/2014 subject to three-year cliff vesting on 12/31/2016, 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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