

OMEGA HEALTHCARE INVESTORS INC

Form 4

May 20, 2014

**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 \*  
**KLOOSTERMAN HAROLD J**

(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)  
**05/16/2014**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
				(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	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(1)	05/16/2014	A		347 (2)		(3)	(3)	Common Stock	347	\$ 36.0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLOOSTERMAN HAROLD J 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X

## Signatures

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

05/20/2014

\*\*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).

- Deferred Stock Plan: These units represent the grant of stock or restricted stock to the reporting person vesting over time or upon other
- (1) specified events and convert into shares of common stock on a 1 for 1 basis. If the participant so elects, dividends will also be converted into Deferred Stock Units.
  - (2) Grant of stock, elected to be taken as deferred stock units, as payment of quarterly Director compensation.
  - (3) These units will be converted into shares of common stock upon separation from service, death, disability, or certain specified events, all as defined in such plan.
  - (4) Balance includes 1,761 Deferred Stock Units accumulated through dividend reinvestment, not previously reported.

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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