

OMEGA HEALTHCARE INVESTORS INC

Form 4

July 02, 2014

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5Check this box  
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)  
06/30/2014\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ 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)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	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
Deferred Stock Units	(1)	06/30/2014	M		11,178		(2)	(2)	Common Stock	11,178
Performance Res. Stk. Units	(3)	06/30/2014	M			11,178	(4)	(4)	Common Stock	11,178
Deferred Stock Units	(1)	06/30/2014	M		3,726		(2)	(2)	Common Stock	3,726
Performance Res. Stk. Units	(5)	06/30/2014	M			3,726	(4)	(4)	Common Stock	3,726

## Reporting Owners

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

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact 07/02/2014

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).

- (1) 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.
- (2) The Deferred Stock Units become payable February, 2016.
- (3) Represents Performance Restricted Stock Units (PRSUs) earned (but not yet vested) based on annual absolute Total Shareholder Return for the 2011-2013 performance cycle, as determined January 7, 2014.
- (4) These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.
- (5) Represents PRSUs that vested June 30, 2014 that are based on relative Total Shareholder Return for the 2011-2013 performance cycle.

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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