

OMEGA HEALTHCARE INVESTORS INC

Form 4

October 02, 2014

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

Check 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOOTH DANIEL J

2. 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 3500

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Operating Officer

(Street)  
HUNT VALLEY, MD 21030

4. 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 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	09/30/2014		M	(A) or (D) Amount (1) 17,643 Price \$ 34.19	176,538	D	
Common Stock	09/30/2014		M	(2) 5,880 A \$ 34.19	182,418	D	
Common Stock	09/30/2014		F	(3) 11,890 D \$ 34.19	170,528	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Res. Stk. Units	(1)	09/30/2014		M		17,643		(4)	(4)	Common Stock	17,643
Performance Res. Stk. Units	(2)	09/30/2014		M		5,880		(4)	(4)	Common Stock	5,880

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOOTH DANIEL J 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	Chief Operating Officer

## Signatures

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

10/02/2014

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 performance restricted stock units (PRSUs) that vested on September 30, 2014, with the amount earned based on absolute Total Shareholder Return for the 2011-2013 performance cycle.
- (2) Represents PRSUs that vested September 30, 2014 that are based on relative Total Shareholder Return for the 2011-2013 performance cycle.
- (3) Represents the portion of PRSUs that vested on September 30, 2014 that are deliverable by the reporting person on or about September 30, 2014 as payment of income tax liability in connection with the vesting of the PRSUs.
- (4) These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment

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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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