

OMEGA HEALTHCARE INVESTORS INC

Form 4

January 10, 2017

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

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(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)
01/06/2017

____ 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 Ownership (Instr. 4)
Common Stock	01/06/2017		M	(A) or (D) Amount (1) \$ 31.26	212,580	D	
Common Stock	01/06/2017		M	(2) \$ 31.26	240,861	D	
Common Stock	01/06/2017		F	(3) \$ 31.26	222,702	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		16,497		(4)	(4)	Common Stock	16,497
Restricted Stock Units	(5)	01/06/2017		M		28,281		(5)	(5)	Common Stock	28,281

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
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 December 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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