

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 April 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 INSOFT STEVEN 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)  
 04/01/2015

\_\_\_\_ Director  
 Officer (give title below) Chief Corp Development Officer  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 HUNT VALLEY, MD 21030

4. 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 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)		
				Code	V	Amount	Price		
Common Stock	04/01/2015		A	(1)	153,757	\$ 40.57	153,757	D	
Common Stock	04/01/2015		A	(2)	53,872	\$ 40.57	207,629	D	
Common Stock	04/01/2015		F	(3)	23,707	\$ 40.57	183,922	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Stock Options (Right to Buy)	\$ 18.41	04/01/2015		A	796,900 (4)	04/01/2015	(5)	Common Stock	796,900
Stock Options (Right to Buy)	\$ 19.96	04/01/2015		A	17,712 (4)	04/01/2015	(5)	Common Stock	17,712
Stock Options (Right to Buy)	\$ 20.7	04/01/2015		A	16,950 (4)	04/01/2015	(5)	Common Stock	16,950
Stock Options (Right to Buy)	\$ 20.97	04/01/2015		A	181,306 (4)	04/01/2015	(5)	Common Stock	181,306
Stock Options (Right to Buy)	\$ 20.73	04/01/2015		A	137,242 (4)	04/01/2015	(5)	Common Stock	137,242
Restricted Stock Units	(6)	04/01/2015		A	4,274 (7)	(8)	(8)	Common Stock	4,274
Restricted Stock Units	(6)	04/01/2015		A	6,696 (9)	(10)	(10)	Common Stock	6,696
Restricted Stock Units	(11)	04/01/2015		A	24,914	(11)	(11)	Common Stock	24,914

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSOFT STEVEN J 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030			Chief Corp Development Officer	

## Signatures

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

04/03/2015

\*\*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) Received in exchange for 170,844 shares (including restricted shares) of common stock of Aviv REIT, Inc. ("Aviv") in connection with the merger of Aviv REIT, Inc. into a wholly owned subsidiary of the Issuer (the "Merger").
  - (2) Received in exchange for 59,860 performance-based restricted stock units of Aviv.
  - (3) Represents stock withheld as payment of income tax liability in connection with the delivery of shares subject to performance-based restricted stock units of Aviv.
  - (4) Received in the Merger in exchange for an employee stock option to acquire shares of Aviv common stock.
  - (5) Does not expire
  - (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Issuer.
  - (7) Received in the Merger in exchange for 4,749 RSUs of Aviv.
  - (8) The RSUs vest on December 31, 2015, subject in each case to the holder not incurring a termination through the vesting date.
  - (9) Received in the Merger in exchange for 7,441 RSUs of Aviv.
  - (10) The RSUs vest on December 31, 2016, subject in each case to the holder not incurring a termination through the vesting date.
  - (11) Represents grant of RSUs subject to cliff vesting on December 31, 2017 and subject to continued employment on the vesting date and certain exceptions for qualifying termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.