

Niederauer Duncan L
 Form 4
 February 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Niederauer Duncan L

2. Issuer Name and Ticker or Trading Symbol
 NYSE Euronext [NYX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O NYSE EURONEXT, 11 WALL STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

(Street)
 NEW YORK, NY 10005

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 | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | C ⁽¹⁾ | | 92,123 | A | \$ 0 | 287,083 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | C ⁽¹⁾ | | 30,708 | A | \$ 0 | 317,791 | D |
| Common Stock, par value \$0.01 per share | 02/10/2012 | | C ⁽¹⁾ | | 29,950 | A | \$ 0 | 347,741 | D |

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| | | | | | | | |
|---|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$0.01 per share | 02/10/2012 | F | 69,132 | D | \$ 27.69 | 278,609 | D |
| | | | | | <u>(2)</u> | | |

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.

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(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | <u>(3)</u> | 02/10/2012 | | <u>C(1)</u> | 92,123 | <u>(3)</u> <u>(3)</u> | Common Stock, par value \$0.01 per share | 92,123 |
| Restricted Stock Units | <u>(4)</u> | 02/10/2012 | | <u>C(1)</u> | 30,708 | <u>(4)</u> <u>(4)</u> | Common Stock, par value \$0.01 per share | 30,708 |
| Restricted Stock Units | <u>(5)</u> | 02/10/2012 | | <u>C(1)</u> | 29,950 | <u>(5)</u> <u>(5)</u> | Common Stock, par value \$0.01 per share | 29,950 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Niederauer Duncan L C/O NYSE EURONEXT | X | | Chief Executive Officer | |

11 WALL STREET
NEW YORK, NY 10005

Signatures

/s/ Janet L. McGinness under POA dated March 19,
2007

02/13/2012

__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 the conversion of Restricted Stock Units into an equal number of shares of Common Stock.
- (2) Represents the closing price of the Common Stock on the trading day immediately before the date of delivery of the securities.

Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are delivered on February 10, 2012, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 9, 2009.

- (4) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are delivered in three equal installments on each of February 10, 2010, 2011 and 2012, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 9, 2009.

- (5) Each restricted stock unit ("RSU") represents the right to receive one share of the Issuer's common stock. RSUs vest and shares are delivered in three equal installments on each of February 10, 2011, 2012 and 2013, subject to the reporting person's continued employment with the Issuer. The amount of the award was determined in part by reference to the closing price of the Issuer's common stock on February 9, 2010.

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.

2,027,012

69,207,490

Craig M. Bernfield

67,910,185

42,711,169

69,207,490

Norman R. Bobins

109,121,752

1,499,602

69,207,490

Craig R. Callen

108,787,258

Signatures

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1,834,096

69,207,490

Barbara B. Hill

107,408,546

3,212,808

69,207,490

Edward Lowenthal

103,400,625

7,220,729

69,207,490

Ben W. Perks

108,717,121

1,904,233

69,207,490

C. Taylor Pickett

109,197,951

1,423,403

69,207,490

Stephen D. Plavin

94,058,940

16,562,414

69,207,490

Proposal 2: Ratification of the selection of Ernst & Young, LLP as the Company's independent auditor

For Against Abstentions Broker Non-Votes

175,753,779 3,326,718 748,347 Not applicable

Explanation of Responses:

Proposal 3: Advisory vote for the approval of the compensation of the Company's executive officers

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------|----------------|--------------------|-------------------------|
| 101,666,568 | 7,489,376 | 1,465,410 | 69,207,490 |

Proposal 4: Approval of 2018 Stock Incentive Plan

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------|----------------|--------------------|-------------------------|
| 97,825,634 | 11,617,896 | 1,177,824 | 69,207,490 |

Each of the director nominees was elected, the selection of Ernst & Young, LLP was ratified, the compensation proposal for the Company's executive officers was approved on an advisory basis and the 2018 Stock Incentive Plan was approved.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|-------------------------------|
| <u>10.1</u> | 2018 Stock Incentive Plan |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.
(Registrant)

Dated: June 11, 2018 By: /s/ Robert O. Stephenson
Robert O. Stephenson
Chief Financial Officer, Treasurer and Assistant Secretary