

OMEGA HEALTHCARE INVESTORS INC

Form 4

October 02, 2014

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

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
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 *
PICKETT C TAYLOR

(Last) (First) (Middle)

**200 INTERNATIONAL
CIRCLE, SUITE 3500**

(Street)

HUNT VALLEY, MD 21030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**OMEGA HEALTHCARE
INVESTORS INC [OHI]**3. Date of Earliest Transaction
(Month/Day/Year)
09/30/20144. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)
				(A) or (D)			
			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
Performance Res. Stk. Units	(1)	09/30/2014	M		29,402		(2)	(2)	Common Stock	29,402
Deferred Stock Units	(3)	09/30/2014	M		29,402		(4)	(4)	Common Stock	29,402
Performance Res. Stk. Units	(5)	09/30/2014	M		9,801		(2)	(2)	Common Stock	9,801
Deferred Stock Units	(3)	09/30/2014	M		9,801		(4)	(4)	Common Stock	9,801

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PICKETT C TAYLOR 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X Chief Executive 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 (RSUs) that vested on September 30, 2014, with the amount earned based on absolute Total Shareholder Return for the 2011-2013 performance cycle.
- (2) RSUs related to the 2011-2013 performance cycle vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.
- (3) Represents Deferred Stock Units issued upon vesting of Performance Restricted Stock Units (RSUs) 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.
- (4) The deferred stock units become payable in January 2017.
- (5) Represents RSUs that vested September 30, 2014 that are based on relative Total Shareholder Return for the 2011-2013 performance cycle.

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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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