

OMEGA HEALTHCARE INVESTORS INC

Form 4

April 02, 2014

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 *
CRABILL R LEE

(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)
03/31/2014

4. 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)
Senior Vice President

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/31/2014		M	(1) 8,082 A \$ 33.52	80,235	D	
Common Stock	03/31/2014		M	(2) 2,694 A \$ 33.52	82,929	D	
Common Stock	03/31/2014		F	(3) 3,873 D \$ 33.52	79,056	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)

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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
Performance Res. Stk. Units	(1)	03/31/2014		M	8,082	(4) (4)	Common Stock	8,082
Performance Res. Stk. Units	(2)	03/31/2014		M	2,694	(4) (4)	Common Stock	2,694

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRABILL R LEE 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030			Senior Vice President	

Signatures

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

04/02/2014

**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 March 31, 2014, with the amount earned based on absolute Total Shareholder Return for the 2011-2013 performance cycle.
- (2) Represents RSUs that vested March 31, 2014 that are based on relative Total Shareholder Return for the 2011-2013 performance cycle.
- (3) Represents the portion of RSUs that vested on March 31, 2014 that are deliverable by the reporting person on or about March 31, 2014 as payment of income tax liability in connection with the vesting of the RSUs.

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(4) These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.

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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