

KLOOSTERMAN HAROLD J  
 Form 4  
 April 17, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 KLOOSTERMAN HAROLD 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)

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

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

9690 DEERECO ROAD, SUITE 100

04/16/2007

(Street)

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

TIMONIUM, MD 21093

(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) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                  |
| OHI Common Stock                | 04/16/2007                           |  | M                              | 1,000   | A   | \$ 6.125   | 64,770  | D <sup>(1)</sup> |
| OHI Common Stock                | 04/16/2007                           |  | M                              | 1,000   | A   | \$ 3.8125  | 65,770  | D <sup>(1)</sup> |
| OHI Common Stock                | 04/16/2007                           |  | M                              | 1,000   | A   | \$ 6.02  | 66,770  | D <sup>(1)</sup> |
| OHI Common                      | 04/16/2007                           |  | M                              | 1,000   | A   | \$ 3.74  | 67,770  | D <sup>(1)</sup> |

Stock

OHI

Common 04/16/2007 M 1,000 A \$ 9.33 68,770 D <sup>(1)</sup>  
 Stock

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 6.125   | 04/16/2007                           |  | M                              | 1,000   | 03/06/2003 <sup>(2)</sup> 03/06/2010                     | Omega Healthcare Investors, Inc. Common Stock                 | 1,000                      |
| Stock Option (Right to Buy)                | \$ 3.8125  | 04/16/2007                           |  | M                              | 1,000   | 01/01/2004 <sup>(3)</sup> 01/01/2011                     | Omega Healthcare Investors, Inc. Common Stock                 | 1,000                      |
| Stock Option (Right to Buy)                | \$ 6.02  | 04/16/2007                           |  | M                              | 1,000   | 01/01/2005 <sup>(4)</sup> 01/01/2012                     | Omega Healthcare Investors, Inc. Common Stock                 | 1,000                      |
| Stock Option (Right to Buy)                | \$ 3.74  | 04/16/2007                           |  | M                              | 1,000   | 01/01/2006 <sup>(5)</sup> 01/01/2013                     | Omega Healthcare Investors, Inc.                              | 1,000                      |

|                       |         |            |  |   |       |                           |            |   |       |
|-----------------------|---------|------------|--|---|-------|---------------------------|------------|---|-------|
| Stock                 |         |            |  |   |       |                           |            | Common Stock                                  |       |
| Option (Right to Buy) | \$ 9.33 | 04/16/2007 |  | M | 1,000 | 01/01/2007 <sup>(6)</sup> | 01/01/2014 | Omega Healthcare Investors, Inc. Common Stock | 1,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KLOOSTERMAN HAROLD J<br>9690 DEERECO ROAD<br>SUITE 100<br>TIMONIUM, MD 21093 | X             |           |         |       |

## Signatures

Thomas Peterson,  
Attorney-In-Fact

04/17/2007

\_\_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) Also indirectly owns 10,827 shares, which are held directly by spouse.
- These options are the total of a previously reported grant on March 6, 2000 by the Issuer to the reporting person to buy 1,000 shares of
- (2) Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning March 6, 2001.
- These options are the total of a previously reported grant on January 1, 2001 by the Issuer to the reporting person to buy 1,000 shares of
- (3) Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2002.
- These options are the total of a previously reported grant on January 1, 2002 by the Issuer to the reporting person to buy 1,000 shares of
- (4) Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2003.
- These options are the total of a previously reported grant on January 1, 2003 by the Issuer to the reporting person to buy 1,000 shares of
- (5) Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2004.
- These options are the total of a previously reported grant on January 1, 2004 by the Issuer to the reporting person to buy 1,000 shares of
- (6) Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2005.

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.