KLOOSTERMAN HAROLD J

Form 4

August 19, 2009

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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

below)

(Check all applicable)

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

08/18/2009

X_ Director Officer (give title

10% Owner Other (specify

200 INTERNATIONAL CIRCLE, SUITE 3500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HUNT VALLLEY, MD 21030

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4) Following (Instr. 4)

> Reported (A) or

(Instr. 3 and 4) Code V Amount (D) Price

Transaction(s)

49,771 D

Common

Common

Stock

Stock

Held 2,558 I Directly

By Spouse

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

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SEC 1474 (9-02)

Shares

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.		5. Nur	nber	6. Date Exerc	cisable and	7. Title and A	Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	Transactionof		Expiration Date		Underlying Securities		Derivativ	
Security	or Exercise		any	Code		Deriva	ative	(Month/Day/	Year)	(Instr. 3 and	4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3)	Securi	ities					(Instr. 5)
	Derivative					Acqui	red					
	Security					(A) or						
						Dispos	sed					
						of (D)						
						(Instr.	3, 4,					
						and 5)						
											Amount	
											or	
								Date	Expiration	Title	Number	
								Exercisable	Date	Title	of	
				Code	v	(A)	(D)				Shares	
				Couc	•	(A)	(D)				Shares	
Deferred						255						
Stock	<u>(2)</u>	08/18/2009		Α		375		(3)	(3)	Common	375	\$ 16.6
	<u>,=,</u>	00/10/2007		. 1		(1)				Stock	313	Ψ 10.0
Units												

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
KLOOSTERMAN HAROLD J 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLLEY, MD 21030	X							

Signatures

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

08/19/2009

**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) Grant of stock for payment of Director's fees.
- (2) Deferred Stock Plan: These units represent the grant of stock to the reporting person, and convert into shares of common stock on a 1 for 1 basis. If the participant so elects, dividends will also be converted into Deferred Stock Units.
- (3) Deferred Stock Plan: These units will be converted into shares of common stock upon separation from service, death, disability, or certain specified events, all as defined in such plan.

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.

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