LOWENTHAL EDWARD

Form 4 April 30, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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

Check this box

Form 5
obligations
may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> LOWENTHAL EDWARD

(First)

2. Issuer Name **and** Ticker or Trading

Issuer

Symbol

OMEGA HEALTHCARE INVESTORS INC [OHI]

(Check all applicable)

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

(Month/Day/Year) 04/28/2010

X Director _____ 10% Owner
____ Officer (give title _____ Other (specify

5. Relationship of Reporting Person(s) to

200 INTERNATIONAL CIRCLE, SUITE 3500

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)
X Form filed by One Reporting Person

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

HUNT VALLEY, MD 21030

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Title of 2 Transaction Date 24 Deemed 3 4 Securities Acquired 5 Amount of 6 Ownership 7 Nature

1.Title of	2. Transaction Date		3.	4. Securities Acquired	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
		•			Following	(Instr. 4)	(Instr. 4)
					Reported		
				(A)	Transaction(s)		
				or	(Instr 3 and 4)		
			Code V	Amount (D) Price	(msu. 5 und 1)		
Common Stock	04/28/2010		A	900 (2) A \$ 20	30,561	D	
Common Stock	04/28/2010		A	170 (1) A \$ 18.38	30,731	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director LOWENTHAL EDWARD 200 INTERNATIONAL CIRCLE X **SUITE 3500 HUNT VALLEY, MD 21030**

Signatures

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

04/30/2010

**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) Represents grant of restricted stock to the reporting person vesting over time.

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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