

OMEGA HEALTHCARE INVESTORS INC

Form 4

January 12, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ritz Michael

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)
200 INTERNATIONAL
CIRCLE, SUITE 3500

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2015

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Accounting Officer

(Street)
HUNT VALLEY, MD 21030

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 More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock	01/08/2015		M	283 ⁽¹⁾ A	\$ 39.07	4,144	D
Common Stock	01/08/2015		F	117 ⁽²⁾ D	\$ 39.07	4,027	D

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

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information contained in this form are not
required to respond unless the form
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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
Restricted Stock Units	(3)	01/08/2015		M	283	(3) (3)	Common Stock	283
Restricted Stock Units	(3)	01/08/2015		M	5,362	(3) (3)	Common Stock	5,362
Deferred Stock Units	(4)	01/08/2015		M	5,362	(5) (5)	Common Stock	5,362

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ritz Michael 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	Chief Accounting Officer

Signatures

/s/ Thomas H. Peterson,
Attorney-in-Fact
01/12/2015
**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 a portion of the vesting of the transition performance restricted stock units based on absolute and relative Total Shareholder Return for the 2014 performance cycle.
- (2) Represents a portion of transition performance restricted stock units that vested on December 31, 2014 and withheld as payment of income tax liability in connection with delivery of the shares subject to the transition performance restricted stock units.
- (3) Represents transition performance restricted stock units that vested on December 31, 2014
- (4)

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Represents Deferred Stock Units which the reporting person previously elected to receive in lieu of common stock upon the vesting of Performance Restricted Stock Units (PRSUs). 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.

(5) The Deferred Stock Units become payable February, 2017.

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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