Edgar Filing: PICKETT C TAYLOR - Form 4

PICKETT C TA	YLOR									
Form 4	`									
January 11, 2019										
FORM 4	N OMB	3235-0287								
Check this bo	X		Wa	ashington	i, D.C. 20)549		Number:	January 31,	
if no longer subject to Section 16. Form 4 or							Estimated burden ho	Expires: 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)									
1. Name and Addre PICKETT C TA	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
		OMEGA HEALTHCARE INVESTORS INC [OHI]				(Check all applicable)				
(Last)	3. Date of Earliest Transaction (Month/Day/Year)				X_ Director 10% Owner X_ Officer (give title Other (specify below) below)					
303 INTERNAT			01/09/2019				Chief Executive Officer			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					al	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HUNT VALLE	Y, MD 2103	C					Person	More than One R	eporting	
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Dispo					cquired, Disposed	of, or Beneficia	ally Owned		
	ransaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ay/Year)	(Instr. 3 and 4)		Secu (Instr
				Code V	(A)	(D) Date Exercisab	Expiration le Date	Title	Amount or Number of Shares	
Profit Interest Units	<u>(1)</u> <u>(2)</u>	01/09/2019		А	39,673	(2)	(2)	Common Stock	39,673	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PICKETT C TAYLOR 303 INTERNATIONAL CIRCLE SUITE 200 HUNT VALLEY, MD 21030	Х		Chief Executive Officer				
Signatures							
/s/ Thomas H. Peterson, Attorney-in-Fact		01/11/2019					
<pre>**Signature of Reporting Person</pre>		Date					
Evenlay attack of Deer							

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).

Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit represents a contingent right to receive one unit of limited partnership interest

(1) (an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements. Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement.

(2) Profit Interest Units vesting December 31, 2021, subject to continued employment and accelerated vesting in certain events.

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.