

MATROS RICHARD K

Form 4

May 10, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MATROS RICHARD K

2. Issuer Name and Ticker or Trading
Symbol
Sabra Health Care REIT, Inc.
[SBRA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SABRA HEALTH CARE
REIT, INC., 18500 VON KARMAN,
SUITE 550

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2011

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO and President

(Street)
IRVINE, CA 92612

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

(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. Code	4. Securities Acquired 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		
Common Stock	05/06/2011		M	V 45,657 A	\$ 11.99	253,654 ⁽¹⁾	D
Common Stock	03/15/2011		G	V 23,287 ₍₂₎ D	\$ 0	230,367 ⁽¹⁾	D
Common Stock	04/15/2011		G	V 7,857 ₍₂₎ D	\$ 0	222,510 ⁽¹⁾	D
Common Stock	05/06/2011		G	V 45,657 ₍₂₎ D	\$ 0	176,853 ⁽¹⁾	D
						231,795 ⁽³⁾	I

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Common
Stock

By R&A
Matros
Revocable
Trust

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

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(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
Employee Stock Option (Right to Buy)	\$ 11.99	05/06/2011		M	45,657	⁽⁴⁾ 05/18/2011	Common Stock	45,657

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATROS RICHARD K
C/O SABRA HEALTH CARE REIT, INC.
18500 VON KARMAN, SUITE 550
IRVINE, CA 92612

X

Chairman, CEO and President

Signatures

/s/Richard K.
Matros

05/10/2011

**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) Includes 176,853 unvested restricted stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.
- (2) Represents the transfer of shares to the R&A Matros Revocable Trust.
- (3) Includes 76,801 shares transferred to the R&A Matros Revocable Trust as reported herein.
- (4) The option became exercisable at the rate of 25% on each of May 19, 2005, 2006, 2007 and 2008.

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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