Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

OMEGA HEALTHCARE INVESTORS INC

Form 4 March 23, 2007

FORM 4

Check this box

if no longer

subject to

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LOWENTHAL EDWARD Issuer Symbol **OMEGA HEALTHCARE** (Check all applicable) **INVESTORS INC [OHI]** X_ Director (Last) (First) (Middle) 3. Date of Earliest Transaction 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 9690 DEERECO ROAD, SUITE 100 03/22/2007 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

TIMONIUM, MD 21131

(Ctota)

(7:-

(City)	(State) (A	Table Table	I - Non-D	erivative Secu	irities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dispo	sed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 ar	nd 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				()	`	Reported		
				(A		Transaction(s)		
			Code V	Amount (D		(Instr. 3 and 4)		
Common Stock	03/22/2007		M	334 A	\$ 9.33	32,567 (1)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

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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. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.33	03/22/2007		M	334	01/01/2005(2)	01/01/2014	Common Stock	333

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LOWENTHAL EDWARD 9690 DEERECO ROAD SUITE 100 TIMONIUM, MD 21131	X					

Signatures

Thomas Peterson, Attorney-In-Fact 03/23/2007

**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) 1,400 OHI common shares are also owned by the reporting person's spouse, of which the reporting person disclaims beneficial owership of those securities.
- (2) These options were part of a previously reported grant of 1,000 shares on January 1, 2004 by the Issuer to the Reporting Person of which one-third vests on each anniversary of the grant date, beginning on January 1, 2005.

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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