

OMEGA HEALTHCARE INVESTORS INC
 Form 4
 April 17, 2017

FORM 4

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

OMB APPROVAL

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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

(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)
 02/28/2017

____ Director _____ 10% Owner
 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)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 02/28/2017 | | M | (1) A | \$ 2,731 32.64 | 11,501 | D |
| Common Stock | 02/28/2017 | | M | (2) A | \$ 3,641 32.64 | 15,142 | D |
| Common Stock | 02/28/2017 | | F | (3) D | \$ 2,156 32.64 | 12,986 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Deferred Stock Units | (4) | 02/28/2017 | | M | 2,731 | (5) (5) | Common Stock | 2,731 |
| Deferred Stock Units | (4) | 02/28/2017 | | M | 3,641 | (5) (5) | Common Stock | 3,641 |

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

04/17/2017

**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) Performance Award shares earned December 31, 2013 and vested quarterly in 2014. The option to defer as "Deferred Stock Units" until February 2017 was elected June 11, 2013.
- (2) Performance Award shares earned December 31, 2013 and vested December 31, 2013. The option to defer as "Deferred Stock Units" until February 2017 was elected on June 11, 2013.
- (3)

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Represents a portion of the deferred stock units that was delivered by the reporting person as payment of income tax liability in connection with the expiration of the deferral.

Represents Deferred Stock Units which the reporting person elected to receive in lieu of common stock upon the vesting of Restricted

(4) Stock Units. 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 became 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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