

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 January 10, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PICKETT C TAYLOR**

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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/06/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**HUNT VALLEY, MD 21030**

(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount or (D) Price		
Common Stock	01/06/2017		M	(1) A	\$ 51,514 31.26	327,775	D
Common Stock	01/06/2017		F	(2) D	\$ 22,270 31.26	305,505	D
Common Stock						8,200	I Family Trust

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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Restricted Stock Units	(3)	01/06/2017		M		30,049	(4)	(4)	Common Stock	30,049
Deferred Stock Units	(5)	01/06/2017		M		30,049	(6)	(6)	Common Stock	30,049
Restricted Stock Units	(7)	01/06/2017		M		51,514	(7)	(7)	Common Stock	51,514

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICKETT C TAYLOR 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X		Chief Executive Officer	

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact

01/10/2017

\*\*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) Represents the vesting of Restricted Stock Units subject to three-year cliff vesting on December 31, 2016 granted on 1/1/2014.
  - (2) Represents a portion of restricted stock that vested on December 31, 2016 and was delivered by the reporting person as payment of income tax liability in connection with such vesting.
  - (3) On 12/31/2013, the reporting person was granted restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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- (4) Subject to three-year ratable time-based (1/3 per year) on 12/31/2014, 2015 and 2016, subject to continued employment on the vesting date.

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

- (5) 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.

- (6) The deferred stock units become payable in January 2022.

- (7) Restricted Stock Units granted 1/1/2014 subject to three-year cliff vesting on December 31, 2016. Vesting subject to continued employment on the vesting date.

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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