

OMEGA HEALTHCARE INVESTORS INC

Form 4

April 17, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Accounting Officer

HUNT VALLEY, MD 21030

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/28/2017		M	(A) or (D) Amount (1) Price 2,731 \$ 32.64	11,501	D	
Common Stock	02/28/2017		M	(A) or (D) Amount (2) Price 3,641 \$ 32.64	15,142	D	
Common Stock	02/28/2017		F	(A) or (D) Amount (3) Price 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 (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 Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
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)

Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

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.

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.