

BOOTH DANIEL J

Form 4

January 04, 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 *
BOOTH DANIEL J

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)
12/31/2010

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

(Street)
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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/31/2010		F		8,917 (1)	\$ 22.44	126,117 D
Common Stock	12/31/2010		A		19,577 (2)	\$ 22.44	145,694 D
Common Stock	12/31/2010		F		13,376 (3)	\$ 22.44	132,318 D
Common Stock	01/04/2011		A		29,366 (2)	\$ 22.44	161,684 D
Common Stock	01/04/2011		F		13,241 (4)	\$ 22.44	148,443 D

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Common Stock 01/04/2011 A 99,396
(5) A \$ 22.44 247,839 D

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

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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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BOOTH DANIEL J
200 INTERNATIONAL CIRCLE
SUITE 3500
HUNT VALLEY, MD 21030

Chief Operating Officer

Signatures

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

01/04/2011

**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) Represents a portion of restricted stock that vested on December 31, 2010 and was delivered by the reporting person on December 31, 2010 as payment of income tax liability in connection with such vesting.

(2) Represents the vesting and distribution of performance restricted stock units

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- (3) Represents a portion of performance restricted stock units that were awarded on December 31, 2010 and was delivered by the reporting person on December 31, 2010 as payment of income tax liability in connection with such award.
- (4) Represents a portion of performance restricted stock units that were awarded on January 4, 2011 and was delivered by the reporting person on January 4, 2011 as payment of income tax liability in connection with such award.
- Represents grant of restricted stock subject to time-based vesting. These shares vest in equal installments on each of December 31, 2011, December 31, 2012, and December 31, 2013 (subject to the earlier vesting in the case of the officer's death or disability, or termination of employment by the Company without cause or resignation by the officer for good reason).
- (5)

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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