Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

OMEGA HEALTHCARE INVESTORS INC

Form 4 March 18, 2013

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

3235-0287 Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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 STEPHENSON ROBERT O Issuer Symbol OMEGA HEALTHCARE (Check all applicable) **INVESTORS INC [OHI]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 200 INTERNATIONAL 03/15/2013 Chief Financial Officer CIRCLE, SUITE 3500

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

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

HUNT VALLEY, MD 21030

(State)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 3. 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common S 03/15/2013 3,766 D 225,074 D Stock 28.75

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.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. 5. 6. Da | | 6. Date Exerc | rcisable and 7. Ti | | le and | 8. Price of | |
|-------------|-------------|---------------------|--------------------|----------------------------------|-----------|------------------|--------------------|------------------|--------|-------------|-----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | Date Am | | ınt of | Derivative | |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative Securities | | e | | Secur | ities | (Instr. 5) | 1 |
| | Derivative | | | | | | | (Instr. 3 and 4) | | | - 1 |
| | Security | | | | Acquired | | | | | | 1 |
| | | | | | (A) or | | | | | | |
| | | | | | Disposed | | | | | | |
| | | | | of (D) (Instr. 3, | | | | | | | |
| | | | | | | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | Date | Date | te Expiration | Title N | or | | | |
| | | | | | | Exercisable Date | | Number | | | |
| | | | | | | | 2 | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENSON ROBERT O 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030

Chief Financial Officer

9. Nu Deriv Secu

Owner Follo Repo Trans (Instr

Signatures

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

03/18/2013

**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).

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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