

OMEGA HEALTHCARE INVESTORS INC

Form 4

July 13, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
INSOFT STEVEN J

(Last) (First) (Middle)

200 INTERNATIONAL
CIRCLE, SUITE 3500

(Street)

HUNT VALLEY, MD 21030

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OMEGA HEALTHCARE
INVESTORS INC [OHI]

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price		
Common Stock	07/09/2015		M		796,900	A	\$ 18.41	926,950	D
Common Stock	07/09/2015		M		17,712	A	\$ 19.96	944,662	D
Common Stock	07/09/2015		M		16,950	A	\$ 20.7	961,612	D
Common Stock	07/09/2015		M		181,306	A	\$ 20.97	1,142,918	D
Common Stock	07/09/2015		M		137,242	A	\$ 20.73	1,280,160	D

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Common Stock 07/09/2015 F(1) 858,494 D \$ 35.92 421,666 D

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

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SEC 1474
(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 18.41	07/09/2015		M	796,900	04/01/2015	<u>(2)</u>	Common Stock	796,900
Stock Options (Right to Buy)	\$ 19.96	07/09/2015		M	17,712	04/01/2015	<u>(2)</u>	Common Stock	17,712
Stock Options (Right to Buy)	\$ 20.7	07/09/2015		M	16,950	04/01/2015	<u>(2)</u>	Common Stock	16,950
Stock Options (Right to Buy)	\$ 20.97	07/09/2015		M	181,306	04/01/2015	<u>(2)</u>	Common Stock	181,306
Stock Options (Right to Buy)	\$ 20.73	07/09/2015		M	137,242	04/01/2015	<u>(2)</u>	Common Stock	137,242

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

INSOFT STEVEN J
200 INTERNATIONAL CIRCLE
SUITE 3500
HUNT VALLEY, MD 21030

Chief Corp
Development
Officer

Signatures

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

07/13/2015

__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) Not an open market sale of securities. Represents shares withheld from issuance by the Company to satisfy the exercise price and tax withholding obligations in connection with the option exercise.
- (2) Does not expire

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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