

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 \*  
 STEPHENSON ROBERT O

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 Financial Officer

HUNT VALLEY, MD 21030

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

(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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount or (D) Price		
Common Stock	01/06/2017		M	(1) 12,617 A	\$ 31.26 231,444	D	
Common Stock	01/06/2017		M	(2) 21,630 A	\$ 31.26 253,074	D	
Common Stock	01/06/2017		F	(3) 12,921 D	\$ 31.26 240,153	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)

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)	8. Amount or Number of Shares
Restricted Stock Units	(4)	01/06/2017		M	12,617	(4) (4)	Common Stock	12,617
Restricted Stock Units	(5)	01/06/2017		M	21,630	(5) (5)	Common Stock	21,630

## 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	

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact  
Date: 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 one third of the time based transition restricted stock units for the 2014-2016 service period.
- (2) Represents the vesting of Restricted Stock Units subject to three-year cliff vesting granted on 1/1/2014
- (3) 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.
- (4) Restricted Stock Units granted 12/31/2013 subject to three-year ratable time-based (1/3 per year) on December 31, 2014, 2015 and 2016. Vesting subject to continued employment on the vesting date.

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- (5) Restricted Stock Units granted 1/1/2014 subject to three-year cliff vesting on 12/31/2016, 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. 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.