CRABILL R LEE

Form 4

February 12, 2007

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

CRABILL R LEE

(Last)

Symbol

(Check all applicable)

OMEGA HEALTHCARE INVESTORS INC [OHI]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner Other (specify

(Month/Day/Year) 9690 DEERECO ROAD, SUITE 100 02/08/2007

X_ Officer (give title below) Senior Vice President

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

TIMONIUM, MD 21093

| (City) | (State) | (Zip) Tabl | e I - Non-D |) erivative | Secui | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|------------|---|---|------------------|--|--|---|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| OHI Common Stock | 02/08/2007 | | S | 4,200 | D | \$ 18.35 | 127,467 | D | |
| OHI Common Stock | 02/08/2007 | | S | 1,100 | D | \$ 18.36 | 126,367 | D | |
| OHI Common Stock | 02/08/2007 | | S | 1,100 | D | \$ 18.37 | 125,267 | D | |
| OHI Common | 02/08/2007 | | S | 700 | D | \$ 18.38 | 124,567 | D | |

Edgar Filing: CRABILL R LEE - Form 4

| Stock | | | | | | | |
|------------------------|------------|---|-------|---|-------------|---------|---|
| OHI Common Stock | 02/08/2007 | S | 900 | D | \$ 18.39 | 123,667 | D |
| OHI Common Stock | 02/08/2007 | S | 5,600 | D | \$ 18.4 | 118,067 | D |
| OHI Common Stock | 02/08/2007 | S | 700 | D | \$ 18.41 | 117,367 | D |
| OHI Common Stock | 02/08/2007 | S | 500 | D | \$ 18.42 | 116,867 | D |
| OHI Common Stock | 02/08/2007 | S | 1,000 | D | \$ 18.43 | 115,867 | D |
| OHI Common Stock | 02/08/2007 | S | 1,000 | D | \$ 18.44 | 114,867 | D |
| OHI Common Stock | 02/08/2007 | S | 2,200 | D | \$ 18.45 | 112,667 | D |
| OHI Common Stock | 02/08/2007 | S | 400 | D | \$ 18.46 | 112,267 | D |
| OHI Common Stock | 02/08/2007 | S | 200 | D | \$ 18.47 | 112,067 | D |
| OHI Common Stock | 02/08/2007 | S | 400 | D | \$ 18.48 | 111,667 | 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 displays a currently valid OMB control number.

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | |
|------------------------|---------------|--------------------------------------|------------------|------------------|-------------|---|------------------------|------------------------|-------|
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | (Instr. 3 and 4) | | Own |

Edgar Filing: CRABILL R LEE - Form 4

Security
Acquired
(A) or
Disposed
of (D)

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of

Shares

Follo

Repo

Trans

(Insti

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Senior Vice President

CRABILL R LEE

9690 DEERECO ROAD

SUITE 100

TIMONIUM, MD 21093

Signatures

Thomas Peterson, Attorney-in-Fact 02/12/2007

**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.

Reporting Owners 3