

OMEGA HEALTHCARE INVESTORS INC

Form 4

July 02, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRABILL R LEE

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)

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

200 INTERNATIONAL
CIRCLE, SUITE 3500

(Street)

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

HUNT VALLEY, MD 21030

(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)
Common Stock	06/30/2014		M	(A) or (D) Amount (1) Price 8,082 \$ (1) 36.86	67,138	D	
Common Stock	06/30/2014		M	(A) or (D) Amount (2) Price 2,694 \$ (2) 36.86	69,832	D	
Common Stock	06/30/2014		F	(A) or (D) Amount (3) Price 5,447 \$ (3) 36.86	64,385	D	

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

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information contained in this form are not
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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Res. Stk. Units	(1)	06/30/2014		M		8,082		(4)	(4)	Common Stock	8,082
Performance Res. Stk. Units	(2)	06/30/2014		M		2,694		(4)	(4)	Common Stock	2,694

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRABILL R LEE 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	Senior Vice President

Signatures

/s/ Thomas H. Peterson,
Attorney-in-Fact 07/02/2014

__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 performance restricted stock units (RSUs) that vested on June 30, 2014, with the amount earned based on absolute Total Shareholder Return for the 2011-2013 performance cycle.
- (2) Represents RSUs that vested June 30, 2014 that are based on relative Total Shareholder Return for the 2011-2013 performance cycle.
- (3) Represents the portion of RSUs that vested on June 30, 2014 that are deliverable by the reporting person on or about June 30, 2014 as payment of income tax liability in connection with the vesting of the RSUs.

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- (4) PRSUs related to the 2011-2013 performance cycle vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.

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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