FRANKE THOMAS F

Form 4

February 19, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

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Check this box

Form 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 * FRANKE THOMAS F

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol **OMEGA HEALTHCARE**

2. Issuer Name and Ticker or Trading

(Check all applicable)

INVESTORS INC [OHI] (Middle) (Last) (First) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 02/17/2010

_X__ Director 10% Owner Officer (give title Other (specify

200 INTERNATIONAL CIRCLE, SUITE 3500

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

HUNT VALLEY, MD 21030

(City)

(Street)

(State)

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative Securities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (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 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/17/2010		A	340 <u>(1)</u> A \$ 18.38	42,051	D	
Common Stock					47,141	I	Owned By Family

Family Limited Liability Company Of Which The Reporting Person Is A

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Member.

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title a Amount Underlyi Securitie (Instr. 3	of ing s	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title No	umber	

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
FRANKE THOMAS F 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X				

Signatures

/s/ Thomas H. Peterson, Attorney-in-Fact 02/19/2010

**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) Grant of stock for payment of Director's fees.

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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