

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 April 03, 2015

**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 \*  
 PERKS BEN W

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)  
 04/01/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)
Common Stock	04/01/2015		A	(A) or (D) A	Amount 15,891 Price \$ 40.57	15,891	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)**

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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. F. Derivative 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	04/01/2015		A		19,885 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	19,885
Stock Options (Right to Buy)	\$ 20.97	04/01/2015		A		760 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	760
Stock Options (Right to Buy)	\$ 19.97	04/01/2015		A		162 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	162
Stock Options (Right to Buy)	\$ 20.01	04/01/2015		A		270 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	270
Stock Options (Right to Buy)	\$ 20.71	04/01/2015		A		487 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	487
Stock Options (Right to Buy)	\$ 21	04/01/2015		A		379 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	379
Stock Options (Right to Buy)	\$ 20.98	04/01/2015		A		976 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	976
Stock Options (Right to Buy)	\$ 20.76	04/01/2015		A		542 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	542
Stock Options (Right to Buy)	\$ 20.74	04/01/2015		A		2,551 <u>(2)</u>		04/01/2015	<u>(3)</u>	Common Stock	2,551

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERKS BEN W 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X			

## Signatures

/s/ Thomas H. Peterson, Attorney-in-Fact	04/03/2015
**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) Received in exchange for 17,657 shares (including restricted shares) of common stock in connection with the merger of Aviv REIT, Inc. into a wholly owned subsidiary of the Issuer (the "Merger").
- (2) Received in the Merger in exchange for an employee stock option to acquire shares of Aviv common stock.
- (3) 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. 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.