

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 July 13, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 \*  
 INSOFT STEVEN J

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)  
 07/09/2015

\_\_\_\_ Director  
 Officer (give title below) Chief Corp Development Officer  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ 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)
			Code	V	Amount or Price		
Common Stock	07/09/2015		M		796,900 A \$ 18.41	926,950	D
Common Stock	07/09/2015		M		17,712 A \$ 19.96	944,662	D
Common Stock	07/09/2015		M		16,950 A \$ 20.7	961,612	D
Common Stock	07/09/2015		M		181,306 A \$ 20.97	1,142,918	D
Common Stock	07/09/2015		M		137,242 A \$ 20.73	1,280,160	D

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Common Stock      07/09/2015      F<sup>(1)</sup>      858,494      D      \$ 35.92      421,666      D

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

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(9-02)

**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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Stock Options (Right to Buy)	\$ 18.41	07/09/2015		M	796,900	04/01/2015 <sup>(2)</sup>	Common Stock      796,900
Stock Options (Right to Buy)	\$ 19.96	07/09/2015		M	17,712	04/01/2015 <sup>(2)</sup>	Common Stock      17,712
Stock Options (Right to Buy)	\$ 20.7	07/09/2015		M	16,950	04/01/2015 <sup>(2)</sup>	Common Stock      16,950
Stock Options (Right to Buy)	\$ 20.97	07/09/2015		M	181,306	04/01/2015 <sup>(2)</sup>	Common Stock      181,306
Stock Options (Right to Buy)	\$ 20.73	07/09/2015		M	137,242	04/01/2015 <sup>(2)</sup>	Common Stock      137,242

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

INSOFT STEVEN J  
200 INTERNATIONAL CIRCLE  
SUITE 3500  
HUNT VALLEY, MD 21030

Chief Corp  
Development  
Officer

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact

07/13/2015

\_\_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) Not an open market sale of securities. Represents shares withheld from issuance by the Company to satisfy the exercise price and tax withholding obligations in connection with the option exercise.
- (2) 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.  
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