

OMEGA HEALTHCARE INVESTORS INC

Form 4

January 05, 2015

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

OMB APPROVAL

OMB  
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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 \*  
STEPHENSON ROBERT O2. 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 35003. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2014☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chief Financial Officer(Street)  
HUNT VALLEY, MD 210304. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/31/2014                              |                                                             | M                                       | (A)<br>or<br>(D)<br>A                                               | 12,618<br>(1)<br>\$<br>39.07                                                                                       | 154,889                                                              | D                                                                 |
| Common<br>Stock                       | 12/31/2014                              |                                                             | F                                       | (A)<br>or<br>(D)<br>D                                               | 4,567<br>(2)<br>\$<br>39.07                                                                                        | 150,322                                                              | 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 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title                      |
| Performance Res. Stk. Units                | (3)                                                    | 12/31/2014                           |                                                    | M                              | 14,904                                                                                  | (4)                                                      | (4)                                                         | Common Stock               |
| Deferred Stock Units                       | (5)                                                    | 12/31/2014                           |                                                    | M                              | 14,904                                                                                  | (6)                                                      | (6)                                                         | Common Stock               |
| Restricted Stock Units                     | (7)                                                    | 12/31/2014                           |                                                    | M                              | 12,618                                                                                  | (8)                                                      | (8)                                                         | Common Stock               |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships                    |
|----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                        | Director 10% Owner Officer Other |
| STEPHENSON ROBERT O<br>200 INTERNATIONAL CIRCLE<br>SUITE 3500<br>HUNT VALLEY, MD 21030 | Chief Financial Officer          |

## Signatures

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

01/05/2015

\*\*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) Represents the vesting of one third of the time based transition restricted stock units for the 2014-2016 service period.
- (2) Represents a portion of vested transition restricted stock units that vested on 12/31/2014 and withheld as payment of income tax liability in connection with such vesting.
- (3) Represents Performance Restricted Stock Units (PRSUs) vested for the 2011-2013 performance cycle.
- (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.
- Represents Deferred Stock Units which the reporting person previously elected to receive in lieu of common stock upon the vesting of
- (5) Performance Restricted Stock Units (PRSUs). Each Deferred Stock Unit represents a right to receive one share of common stock. If the participant previously elected, dividends will also be converted into Deferred Stock Units.

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- (6) The Deferred Stock Units become payable February, 2016.
- (7) On 12/31/2013, the reporting person was granted restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (8) Represents deferred stock units issued upon the vesting of one third of the time based transition restricted stock units for the 2014-2016 service period, which the reporting person previously elected to receive in lieu of common stock.

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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