

MATROS RICHARD K  
Form 4  
January 11, 2012

**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 \*  
MATROS RICHARD K

2. Issuer Name and Ticker or Trading Symbol  
Sabra Health Care REIT, Inc.  
[SBRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Chairman, CEO and President

C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN, SUITE 550

(Street)

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

IRVINE, CA 92612

(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 Ownership (Instr. 4)
Common Stock	01/09/2012		A	(A) or (D)	15,385 (1) \$ 0	179,484 (2)	D
Common Stock					264,059 (3)	I	By R&A Matros Revocable Trust

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

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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. Amount or Number of Shares
Stock Units	(4)	01/09/2012		A	4,136	(4) 12/31/2012	Common Stock	4,136

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATROS RICHARD K C/O SABRA HEALTH CARE REIT, INC. 18500 VON KARMAN, SUITE 550 IRVINE, CA 92612	X			Chairman, CEO and President

## Signatures

/s/Richard K. Matros 01/11/2012

\*\*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 units under the Issuer's 2009 Performance Incentive Plan (the "Plan"). Subject to the satisfaction of a performance requirement for the 2012 calendar year established by the Compensation Committee of the Issuer's Board of Directors, the units vest at the rate of 25% on each of January 9, 2013, 2014, 2015 and 2016. Promptly after vesting, the vested units will be paid on a one-for-one basis in shares of the Issuer's Common Stock.
- (2) Consists of unvested restricted stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.
- (3) Includes 23,464 shares of the Issuer's Common Stock issued upon the vesting of certain restricted stock units.
- (4) Each stock unit represents a contingent right to receive one share of the Issuer's Common Stock. 50% of the stock units will vest on December 31, 2012 if the Issuer's stock price appreciates 15% or more during calendar 2012. 100% of the stock units will vest on December 31, 2012 if the Issuer's stock price appreciates 25% or more during calendar 2012.

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