

MATROS RICHARD K  
Form 4  
February 05, 2013

**FORM 4**

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

OMB APPROVAL

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**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)  
02/01/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, CEO and President

C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN AVENUE, 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/01/2013		M		32,477 A \$ 14.37	D	
Common Stock	02/01/2013		M		44,580 A \$ 21.63	D	
Common Stock	02/01/2013		M		114,285 A \$ 21.83	D	
Common Stock	02/01/2013		M		64,285 A \$ 17.31	D	
	02/01/2013		M		42,857 A	D	426,802

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Common Stock						\$ 17.17			
Common Stock	02/01/2013		F	264,549	D	\$ 25.38	162,253	D	
Common Stock	02/01/2013		G V	33,935	D	\$ 0	128,318 <sup>(1)</sup>	D	
Common Stock	02/01/2013		G V	33,935	A	\$ 0	462,840	I	By R&A Matros Revocable Trust
Common Stock	02/01/2013		A	<u>118,079</u> <sup>(2)</sup>	A	\$ 0	580,919	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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(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)	Amount Number Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 14.37	02/01/2013		M	32,477	<sup>(3)</sup> 05/30/2013	Common Stock	32,477
Employee Stock Option (Right to Buy)	\$ 21.63	02/01/2013		M	44,580	<sup>(4)</sup> 03/14/2014	Common Stock	44,580
Employee Stock Option (Right to Buy)	\$ 21.83	02/01/2013		M	114,285	<sup>(5)</sup> 03/16/2015	Common Stock	114,285

Buy)

Employee  
Stock

Option (Right to Buy)	\$ 17.31	02/01/2013	M	64,285	<u>(6)</u>	03/16/2016	Common Stock	85,714
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Employee  
Stock

Option (Right to Buy)	\$ 17.17	02/01/2013	M	42,857	<u>(7)</u>	03/23/2017	Common Stock	85,714
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## 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 AVENUE, SUITE 550 IRVINE, CA 92612	X		Chairman, CEO and President	

## Signatures

/s/ Richard K.  
Matros

02/05/2013

\_\_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) 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.

Represents an incentive bonus paid to the reporting person pursuant to the Issuer's 2012 Bonus Plan. In accordance with the terms of the  
(2) 2012 Bonus Plan, the reporting person elected to receive his bonus payment in a number of shares of the Issuer's common stock calculated as set forth in the 2012 Bonus Plan.

(3) The option became exercisable at the rate of 25% on each of May 31, 2007, 2008, 2009 and 2010.

(4) The option became exercisable at the rate of 25% on each of March 15, 2008, 2009, 2010 and 2011.

(5) The option became exercisable at the rate of 25% on each of March 15, 2009, 2010, 2011 and 2012.

(6) The option became exercisable as to 64,285 shares in equal installments on each of March 15, 2010, 2011 and 2012, and becomes exercisable as to the remaining 21,429 shares on March 15, 2013.

(7) The option became exercisable as to 42,857 shares in equal installments on each of March 15, 2011 and 2012, and becomes exercisable as to the remaining 42,857 shares in equal installments on March 15, 2013 and 2014.

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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