LOWENTHAL EDWARD

Form 4

March 10, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LOWENTHAL EDWARD

(Street)

03/10/2009

2. Issuer Name and Ticker or Trading

Symbol

OMEGA HEALTHCARE

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First)

200 INTERNATIONAL

CIRCLE, SUITE 3500

Common

Stock

(Middle)

INVESTORS INC [OHI] 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 03/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

33,292

D

HUNT VALLEY, MD 21030

| (City) | (State) | Zip) Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) Transa or (Instr. | | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 03/06/2009 | | S | 3,113 | D | \$ 12 (1) | 36,292 | D | |
| Common Stock | 03/10/2009 | | S | 1,800 | D | \$ 12.64 | 34,492 | D | |
| Common Stock | 03/10/2009 | | S | 200 | D | \$ 12.65 | 34,292 | D | |
| Common Stock | 03/10/2009 | | S | 500 | D | \$ 12.66 | 33,792 | D | |

500

S

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Shares Common Held 1,400 I Stock Directly By Spouse

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amou Under Secur | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|---|--|---------------------|--------------------|------------------------|---|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other LOWENTHAL EDWARD 200 INTERNATIONAL CIRCLE X **SUITE 3500** HUNT VALLEY, MD 21030

Signatures

/s/ Thomas H. Peterson, 03/10/2009 Attorney-in-Fact **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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices with a range of no greater than \$1.00. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

Reporting Owners 2

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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.