

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)
				(A) or (D)	Price		
				Code	V	Amount	
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⁽¹⁾ 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 ⁽²⁾	Common Stock 796,900
Stock Options (Right to Buy)	\$ 19.96	07/09/2015		M	17,712	04/01/2015 ⁽²⁾	Common Stock 17,712
Stock Options (Right to Buy)	\$ 20.7	07/09/2015		M	16,950	04/01/2015 ⁽²⁾	Common Stock 16,950
Stock Options (Right to Buy)	\$ 20.97	07/09/2015		M	181,306	04/01/2015 ⁽²⁾	Common Stock 181,306
Stock Options (Right to Buy)	\$ 20.73	07/09/2015		M	137,242	04/01/2015 ⁽²⁾	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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