

INSOF STEVEN J

Form 4

January 11, 2019

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
INSOF 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)
303 INTERNATIONAL
CIRCLE, SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Corp Development Officer

(Street)
HUNT VALLEY, MD 21030

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
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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Profit Interest Units	(1) (2)	01/09/2019	A	18,343	(2)	(2)	Common Stock	18,343	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSOFT STEVEN J 303 INTERNATIONAL CIRCLE SUITE 200 HUNT VALLEY, MD 21030			Chief Corp Development Officer	

Signatures

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

01/11/2019

____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).

Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit represents a contingent right to receive one unit of limited partnership interest

(1) (an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements. Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement.

(2) Profits Units vesting December 31, 2021, subject to continued employment and accelerated vesting in certain events.

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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