

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 December 16, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KORMAN BERNARD 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2009

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

200 INTERNATIONAL CIRCLE, SUITE 3500

(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

HUNT VALLEY, MD 21030

(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	12/15/2009		M	334	A	\$ 3.8125	617,164 D
Common Stock	12/15/2009		M	667	A	\$ 6.02	617,831 D
Common Stock	12/15/2009		M	1,000	A	\$ 3.74	618,831 D
Common Stock	12/15/2009		M	1,000	A	\$ 9.33	619,831 D

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

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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 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 or Number of Shares
Stock Options (Right to Buy)	\$ 3.8125	12/15/2009		M	334	01/01/2002 <sup>(1)</sup> 01/01/2011	Common Stock	334
Stock Options (Right to Buy)	\$ 6.02	12/15/2009		M	667	01/01/2003 <sup>(1)(2)</sup> 01/01/2012	Common Stock	667
Stock Options (Right to Buy)	\$ 3.74	12/15/2009		M	1,000	01/01/2004 <sup>(3)</sup> 01/01/2013	Common Stock	1,000
Stock Options (Right to Buy)	\$ 9.33	12/15/2009		M	1,000	01/01/2005 <sup>(4)</sup> 01/01/2014	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KORMAN BERNARD J 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X			

## Signatures

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

12/16/2009

\_\_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) These options were part of a previously reported grant of 1,000 shares on January 1, 2001 to the Reporting Person of which one-third of the grant vested on each successive anniversary date of the grant.
  - (2) These options were part of a previously reported grant of 1,000 shares on January 1, 2002 to the Reporting Person of which one-third of the grant vested on each successive anniversary date of the grant.
  - (3) These options were part of a previously reported grant of 1,000 shares on January 1, 2003 to the Reporting Person of which one-third of the grant vested on each successive anniversary date of the grant.
  - (4) These options were part of a previously reported grant of 1,000 shares on January 1, 2004 to the Reporting Person of which one-third of the grant vested on each successive anniversary date of the grant.

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.