## Edgar Filing: CRABILL R LEE - Form 4

Form 4											
March 30, 20	1	STATES					NGE	COMMISSION		PPROVAL 3235-0287	
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STATEM</b> 6. Filed pur <sup>18</sup> Section 17(a	Washington, D.C. 20549 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								Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	-										
1. Name and Address of Reporting Person <u>*</u> CRABILL R LEE			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			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>03/29/2010</li></ul>					Director 10% Owner X_ Officer (give title Other (specify below) below) Senior Vice President			
			Amendment, Date Original I(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
	LEY, MD 21030							Person			
(City)		(Zip)					ties Ac	quired, Disposed o		-	
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any	emed on Date, if Day/Year)	Code (Instr. 8)	4. Secur ionAcquire Dispose (Instr. 3,	d (A) of d of (D 4 and (A) or	))	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)	
Common Stock	03/29/2010			A	6,032	(D) A	\$ 0	44,757	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transact Code (Instr. 8)	5. tionNumber of ) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
F8	Director	10% Owner	Officer	Other				
CRABILL R LEE 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030			Senior Vice President					
Signatures								
/s/ Thomas H. Peterson, Attorney-in-Fact		03/30/201	0					
**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) Vesting of performance restricted stock units. Shares are distributable January 2, 2011, subject to potential acceleration in the event of the officer's death or disability, or termination of employment by the Company without cause or resignation by the officer for good reason.

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.