#### Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

#### OMEGA HEALTHCARE INVESTORS INC

Form 4 March 30, 2010

## FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

10% Owner

0.5

burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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 \*
STEPHENSON ROBERT O

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) 03/29/2010

\_\_X\_ Officer (give title \_\_\_\_ Other (specify below)

200 INTERNATIONAL CIRCLE, SUITE 3500

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Chief Financial Officer

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

D

Persor

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

**HUNT VALLEY, MD 21030** 

(City)

1.Title of

Security

(Instr. 3)

(Street)

(State)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)

(Zip)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: D
Beneficially (D) or Indirect Following (Instr. 4)
Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s)
or (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock 03/29/2010 A 6,756 (1) A

6,756 (1) A \$0 138,118

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.

SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	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
					4, and 5)	Date	Expiration		Amount		
				Code V	/ (A) (D)	Exercisable	Date	Title	Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEPHENSON ROBERT O 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030

Chief Financial Officer

### **Signatures**

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

\*\*Signature of Reporting Person

Date

03/30/2010

## **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.

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