CRABILL R LEE

Form 4 January 05, 2009

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 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

2. Issuer Name and Ticker or Trading

OMEGA HEALTHCARE

INVESTORS INC [OHI]

3. Date of Earliest Transaction

1(b).

(Print or Type Responses)

TIMONIUM, MD 21093

Common

Stock

1. Name and Address of Reporting Person *

CRABILL R LEE

(Last) (First) (Middle)

9690 DEERECO ROAD, SUITE 100 12/31/2008

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Symbol

3.

Code

(Instr. 8)

(Month/Day/Year)

(City) (State) (Zip)

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

4. Securities Acquired

(A)

(Instr. 3, 4 and 5)

Transaction(A) or Disposed of (D)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

12/31/2008

Code V Amount (D) F

Price 5,404 D 15.97 (1)

84,126

Issuer

below)

Person

Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Following

Reported

Transaction(s) (Instr. 3 and 4)

X_ Officer (give title

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Other (specify

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior Vice President

6. Individual or Joint/Group Filing(Check

(D) or

D

Indirect (I)

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

1

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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. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CRABILL R LEE 9690 DEERECO ROAD SUITE 100 TIMONIUM, MD 21093

Senior Vice President

Signatures

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

01/05/2009

**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) Represents a portion of restricted stock that vested on December 31, 2008 and was delivered by the reporting person on December 31, 2008 as payment of income tax liability in connection with such vesting.

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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