Edgar Filing: BOOTH DANIEL J - Form 4

| BOOTH DAI Form 4 | NIEL J | | | | | | | | | | |
|---|---|-----------------|---|---|---|--------------------|---|---|---|---|--|
| January 07, 2005 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 oblications Filed pursuant to Section 1 | | | | RITIES AND EXCHANGE COMMISSION shington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5 | | |
| may conti <i>See</i> Instru 1(b). | nue. | | of the Inv | • | • | · · | | f 1935 or Sectio 40 | 911 | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| BOOTH DANIEL J Symbol OME | | | Symbol OMEGA | . Issuer Name and Ticker or Trading mbol MEGA HEALTHCARE IVESTORS INC [OHI] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | e of Earliest Transaction n/Day/Year) /2005 | | | | Director 10% Owner Officer (give title Other (specify below) below) Dther (specify below) Chief Operating Officer | | | | |
| | | | | Amendment, Date Original (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| MONKTON | , MD 21131 | | | | | | | Form filed by M Person | More than One Re | eporting | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative | Securi | ities Acc | quired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Executio any | med on Date, if Day/Year) | 3. Transactio Code (Instr. 8) Code V | on(A) or D (D) (Instr. 3, Amount | 4 and (A) or | d of 5) Price | 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 | 01/05/2005 | | | F | 9,480 (1) | D | \$ 11.8 | 244,639 <u>(2)</u> | 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| BOOTH DANIEL J 2200 CORBETT ROAD MONKTON, MD 21131 | | | Chief Operating Officer | | | | |
| Signatures | | | | | | | |
| Thomas H. Peterson, Attorney-in-Fact | 01/05/2005 | | | | | | |
| **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, which vested on January 1, 2005, and was delivered by the reporting person on January 5, 2005 as payment of his income tax liability in connection with such vesting.
- (2) Holdings include 75,000 restricted common stock units granted to reporting person on September 10, 2004, as previously reported.

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.