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OMEGA HEALTHCARE INVESTORS INC

Form 4 January 04, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| BOOTH DANIEL J | | | 2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI] | | | | Issuer (Check all applicable) | | | |
|--------------------------------------|---|-------|--|--------------|-------|------------|--|--|---|--|
| (Last) 2200 CORB | (First) (I | (Moi | 3. Date of Earliest Transaction (Month/Day/Year) 01/04/2007 | | | | Director X Officer (give below) Chief (| | Owner or (specify er | |
| | (Street) J, MD 21131 | Filed | Amendment, Da l(Month/Day/Year) | U | | | 6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by N Person | | rson | |
| (City) | (State) | (Zip) | Table I - Non-D | erivative S | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code | (Instr. 3, | spose | d of (D) | 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 | 01/04/2007 | | F | 9,598 (1) | D | ه 17.72 | 222,889 (2) | 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.

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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 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

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BOOTH DANIEL J 2200 CORBETT ROAD MONKTON, MD 21131

Chief Operating Officer

Signatures

Thomas H. Peterson, 01/04/2007 Attorney-in-Fact

**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).
- Represents a portion of restricted stock, which vested on January 1, 2007, and was delivered by the reporting person on January 4, 2007 (1) 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.

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