

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 April 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Bernfield Craig M

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)  
 04/01/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

200 INTERNATIONAL CIRCLE, SUITE 3500

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HUNT VALLEY, MD 21030

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
				Code	V	Amount	Price		
Common Stock	04/01/2015		A	(1)	192,987	\$ 40.57	192,987	D	
Common Stock	04/01/2015		A	(2)	69,277	\$ 40.57	262,264	D	
Common Stock	04/01/2015		F	(3)	31,569	\$ 40.57	230,695	D	

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

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SEC 1474 (9-02)

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)

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 18.41	04/01/2015		A	1,494,209 (4)	04/01/2015	(5)	Common Stock	1,494,209
Stock Options (Right to Buy)	\$ 19.96	04/01/2015		A	33,196 (4)	04/01/2015	(6)	Common Stock	33,196
Stock Options (Right to Buy)	\$ 20.7	04/01/2015		A	31,783 (4)	04/01/2015	(7)	Common Stock	31,783
Stock Options (Right to Buy)	\$ 20.97	04/01/2015		A	627,813 (4)	04/01/2015	(8)	Common Stock	627,813
Stock Options (Right to Buy)	\$ 20.73	04/01/2015		A	297,796 (4)	04/01/2015	(9)	Common Stock	297,796

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernfield Craig M 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X			

## Signatures

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

04/03/2015

\_\_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) Received in exchange for 214,431 of common stock of Aviv REIT, Inc. ("Aviv") in connection with the merger of Aviv REIT, Inc. into a wholly owned subsidiary of the Issuer (the "Merger").
- (2) Received in exchange for 76,976 performance-based restricted stock units of Aviv.
- (3) Represents stock withheld as payment of income tax liability in connection with the delivery of shares subject to performance-based restricted stock units of Aviv.
- (4) Received in the Merger in exchange for an employee stock option to acquire shares of Aviv common stock.
- (5) Does not expire
- (6) Does not Expire
- (7) Does not expire
- (8) Does not expire
- (9) Does not expire

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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