

OMEGA HEALTHCARE INVESTORS INC
 Form 4
 April 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
 PERKS BEN W

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)
 200 INTERNATIONAL CIRCLE, SUITE 3500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2015

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

HUNT VALLEY, MD 21030

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 04/01/2015 | | A | (A) or (D) A | 15,891 \$ 40.57 | 15,891 | 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. 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) | 8. F. Derivative 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 | | 19,885 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 19,885 |
| Stock Options (Right to Buy) | \$ 20.97 | 04/01/2015 | | A | | 760 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 760 |
| Stock Options (Right to Buy) | \$ 19.97 | 04/01/2015 | | A | | 162 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 162 |
| Stock Options (Right to Buy) | \$ 20.01 | 04/01/2015 | | A | | 270 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 270 |
| Stock Options (Right to Buy) | \$ 20.71 | 04/01/2015 | | A | | 487 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 487 |
| Stock Options (Right to Buy) | \$ 21 | 04/01/2015 | | A | | 379 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 379 |
| Stock Options (Right to Buy) | \$ 20.98 | 04/01/2015 | | A | | 976 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 976 |
| Stock Options (Right to Buy) | \$ 20.76 | 04/01/2015 | | A | | 542 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 542 |
| Stock Options (Right to Buy) | \$ 20.74 | 04/01/2015 | | A | | 2,551 <u>(2)</u> | | 04/01/2015 | <u>(3)</u> | Common Stock | 2,551 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PERKS BEN W 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 17,657 shares (including restricted shares) of common stock in connection with the merger of Aviv REIT, Inc. into a wholly owned subsidiary of the Issuer (the "Merger").
- (2) Received in the Merger in exchange for an employee stock option to acquire shares of Aviv common stock.
- (3) 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. 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.