

PICKETT C TAYLOR
 Form 4
 April 03, 2019

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 *
PICKETT C TAYLOR

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)
303 INTERNATIONAL CIRCLE, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2019

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|-----------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Def. Res. Stock Units | (1) | 04/01/2019 | M | | | 19,874 | (2) | (2) | Common Stock | 19,874 |
| Deferred Stock Units | (3) | 04/01/2019 | M | | | 19,874 | (4) | (4) | Common Stock | 19,874 |
| Profit Interest Units | (5) (6) | 04/01/2019 | M | | | 19,337 | (7) | (7) | OP Units | 19,337 |
| OP Units | (8) | 04/01/2019 | M | | | 19,337 | (8) | (8) | Common Stock | 19,337 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PICKETT C TAYLOR 303 INTERNATIONAL CIRCLE SUITE 200 HUNT VALLEY, MD 21030 | X | | Chief Executive Officer | |

Signatures

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

04/03/2019

**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 Deferred Stock Units which the reporting person elected to receive in lieu of Restricted Stock Units upon earning of Performance Restricted Stock Units. Each Deferred Restricted Stock Unit represents a right to receive one share of common stock.
- (2) 25% of the Deferred Restricted Stock Units earned based on performance for the 2016-2018 performance period vest at the end of each quarter of 2019, subject to continued employment and accelerated vesting upon certain events.
- (3) Represents Deferred Stock Units which the reporting person elected to receive upon the vesting of Deferred Restricted Stock Units. Each Deferred Stock Unit represents a right to receive one share of common stock when vested. If the participant previously elected, dividends will also be converted into Deferred Stock Units.
- (4) The Deferred Stock Units become payable in February 2023
- (5) Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit represents a contingent right to receive one unit of limited partnership interest

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(an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements.

(6) Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement. the OP Units have no expiration date.

(7) 25% of the Units earned based on performance for the 2016-2018 performance period vest at the end of each quarter of 2019, subject to continued employment and accelerated vesting upon certain events.

(8) Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement. the OP Units have no expiration date.

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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