MATROS RICHARD K
Form 4
February 05, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATROS RICHARD K

(Last) (First) (Middle)

C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN AVENUE, SUITE 550

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sabra Health Care REIT, Inc. [SBRA]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, CEO and President

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

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	(A) or (D)	Price			
Common Stock	02/01/2013		M		32,477	A	$ 14.37	160,795	D	
Common Stock	02/01/2013		M		44,580	A	$ 21.63	205,375	D	
Common Stock	02/01/2013		M		114,285	A	$ 21.83	319,660	D	
Common Stock	02/01/2013		M		64,285	A	$ 17.31	383,945	D	
	02/01/2013		M		42,857	A		426,802	D	

Common Stock							$ 17.17			
Common Stock	02/01/2013		F		264,549	D	$ 25.38	162,253	D	
Common Stock	02/01/2013		G	V	33,935	D	$ 0	128,318 (1)	D	
Common Stock	02/01/2013		G	V	33,935	A	$ 0	462,840	I	By R&A Matros Revocable Trust
Common Stock	02/01/2013		A		118,079 (2)	A	$ 0	580,919	I	By R&A Matros Revocable Trust

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

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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
Employee Stock Option (Right to Buy)	$ 14.37	02/01/2013		M			32,477	(3)	05/30/2013	Common Stock	32,477
Employee Stock Option (Right to Buy)	$ 21.63	02/01/2013		M			44,580	(4)	03/14/2014	Common Stock	44,580
Employee Stock Option (Right to	$ 21.83	02/01/2013		M			114,285	(5)	03/16/2015	Common Stock	114,28

Buy)								
Employee Stock Option (Right to Buy)	$ 17.31	02/01/2013	M	64,285	(6)	03/16/2016	Common Stock	85,714
Employee Stock Option (Right to Buy)	$ 17.17	02/01/2013	M	42,857	(7)	03/23/2017	Common Stock	85,714

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATROS RICHARD K C/O SABRA HEALTH CARE REIT, INC. 18500 VON KARMAN AVENUE, SUITE 550 IRVINE, CA 92612	X		Chairman, CEO and President	

Signatures

/s/ Richard K. Matros	02/05/2013
**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) Consists of unvested restricted stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.

(2) Represents an incentive bonus paid to the reporting person pursuant to the Issuer's 2012 Bonus Plan. In accordance with the terms of the 2012 Bonus Plan, the reporting person elected to receive his bonus payment in a number of shares of the Issuer's common stock calculated as set forth in the 2012 Bonus Plan.

(3) The option became exercisable at the rate of 25% on each of May 31, 2007, 2008, 2009 and 2010.

(4) The option became exercisable at the rate of 25% on each of March 15, 2008, 2009, 2010 and 2011.

(5) The option became exercisable at the rate of 25% on each of March 15, 2009, 2010, 2011 and 2012.

(6) The option became exercisable as to 64,285 shares in equal installments on each of March 15, 2010, 2011 and 2012, and becomes exercisable as to the remaining 21,429 shares on March 15, 2013.

(7) The option became exercisable as to 42,857 shares in equal installments on each of March 15, 2011 and 2012, and becomes exercisable as to the remaining 42,857 shares in equal installments on March 15, 2013 and 2014.

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