

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 September 08, 2016

**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 \*  
 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)  
 09/08/2016

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	09/08/2016		M	1,494,209	A	\$ 16.56	1,733,043 D
Common Stock	09/08/2016		M	33,196	A	\$ 17.96	1,766,239 D
Common Stock	09/08/2016		M	31,783	A	\$ 18.62	1,798,022 D
Common Stock	09/08/2016		M	627,813	A	\$ 18.87	2,425,835 D
Common Stock	09/08/2016		M	297,796	A	\$ 18.65	2,723,631 D

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Common Stock 09/08/2016 F<sup>(1)</sup> 1,819,694 D \$ 38.02 903,937 D

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
Stock Options (Right to Buy)	\$ 18.41	09/08/2016		M	1,494,209	04/01/2015 (2)	Common Stock 1,494,209
Stock Options (Right to Buy)	\$ 19.96	09/08/2016		M	33,196	04/01/2015 (2)	Common Stock 33,196
Stock Options (Right to Buy)	\$ 20.7	09/08/2016		M	31,783	04/01/2015 (2)	Common Stock 31,783
Stock Options (Right to Buy)	\$ 20.97	09/08/2016		M	627,813	04/01/2015 (2)	Common Stock 627,813
Stock Options (Right to Buy)	\$ 20.73	09/08/2016		M	297,796	04/01/2015 (2)	Common Stock 297,796

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Bernfield Craig M  
200 INTERNATIONAL CIRCLE  
SUITE 3500  
HUNT VALLEY, MD 21030

## Signatures

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

09/08/2016

\_\_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) Not an open market sale of securities. Represents shares withheld from issuance by the Company to satisfy the exercise price and tax withholding obligations in connection with the option exercise.
  - (2) 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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