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LOWENTH Form 4 March 10, 20	AL EDWARD										
									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. STATEMENT OF CHANG STATEMENT OF CHANG Filed pursuant to Section 16 Section 17(a) of the Public Ut									Expires:	January 31,	
				SECUR 6(a) of the tility Hold	ITIES e Securit ling Con	ies E 1pany	xchange Act of	e Act of 1934, 1935 or Sectior	Estimated a burden hour response	•	
See Instru 1(b).	uction					<i>j</i>					
(Print or Type I	Responses)										
1. Name and Address of Reporting Person *2. IssuerLOWENTHAL EDWARDSymbol				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			OMEGA HEALTHCARE INVESTORS INC [OHI]					(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D				f Earliest Transaction Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)			
200 INTER CIRCLE, S	NATIONAL UITE 3500		03/06/20	009				below)	0010w)		
Filed(Mon				ndment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HUNI VAI	LLEY, MD 2103	0						Person		1 0	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)		(A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/06/2009			Code V S	3,113	(D) D	Price \$ 12 (1)	36,292	D		
Common Stock	03/10/2009			S	1,800	D	\$ 12.64	34,492	D		
Common Stock	03/10/2009			S	200	D	\$ 12.65	34,292	D		
Common Stock	03/10/2009			S	500	D	\$ 12.66	33,792	D		
Common Stock	03/10/2009			S	500	D	\$ 12.67	33,292	D		

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Common Stock						1,400	Ι				
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											
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. Transactio Code (Instr. 8)	of		ate	Amor Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
LOWENTHAL EDWARD 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	Х							
Signatures								
/s/ Thomas H. Peterson, Attorney-in-Fact	03/10/2009							
**Signature of Reporting Person		Date						
Explanation of Responses:								

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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices with a range of no greater than \$1.00. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

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Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

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.