#### Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

#### OMEGA HEALTHCARE INVESTORS INC

Form 4 January 09, 2014

### FORM 4

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

OMB Number:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

**SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PICKETT C TAYLOR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

**OMEGA HEALTHCARE** 

(Check all applicable)

(Last)

(First) (Middle) **INVESTORS INC [OHI]** 3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

200 INTERNATIONAL

(Month/Day/Year) 01/07/2014

Chief Executive Officer

CIRCLE, SUITE 3500

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

**HUNT VALLEY, MD 21030** 

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

(Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

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) Disposed of (I (Instr. 3, 4, an 5)	or O)	(Month/Day/Year)		4)
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units	<u>(1)</u>	01/07/2014		A	52,270	(2)	(2)	Common Stock	52,270
Performance Res. Stk. Units	(3)	01/07/2014		A	117,608	<u>(4)</u>	<u>(4)</u>	Common Stock	117,608
Performance Res. Stk. Units	<u>(5)</u>	01/07/2014		A	39,203	<u>(4)</u>	<u>(4)</u>	Common Stock	39,203

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·r·	Director	10% Owner	Officer	Other			
PICKETT C TAYLOR 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030	X		Chief Executive Officer				

# **Signatures**

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

\*\*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).
- Represents Deferred Stock Units which the reporting person previously elected to receive in lieu of common stock upon the vesting of Performance Restricted Stock Units (PRSUs) based on annual absolute Total Shareholder Return for 2013. Each Deferred Stock Unit represents a right to receive one share of common stock. If the participant previously elected, dividends will also be converted into Deferred Stock Units.
- (2) The Deferred Stock Units become payable January, 2017.
- (3) Represents Performance Restricted Stock Units (PRSUs) earned (but not yet vested) based on annual absolute Total Shareholder Return for the 2011-2013 performance cycle, as determined January 7, 2014.
- (4) These units vest in four equal installments at the end of each calendar quarter in 2014 subject to continued employment.
- (5) Represents PRSUs earned (but not yet vested) based on relative Total Shareholder Return for the 2011-2013 performance cycle, as determined January 7, 2014.

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.

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