Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

OMEGA HEALTHCARE INVESTORS INC

Form 4 January 09, 2014

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person *

Ritz Michael

(Last)

(City)

1. Title of

Security

(Instr. 3)

1(b).

(First) (Middle)

200 INTERNATIONAL CIRCLE, SUITE 3500

(Street)

(State)

HUNT VALLEY, MD 21030

(Zip)

2. Transaction Date 2A. Deemed

01/07/2014

INVESTORS INC [OHI] 3. Date of Earliest Transaction

OMEGA HEALTHCARE

(Month/Day/Year)

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 5. Amount of 3.

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Transaction(s) or (Instr. 3 and 4)

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 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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8 Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Securities

Following Reported

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/Year Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)		Se (I	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(1)	01/07/2014		A	3,641		(2)	(2)	Common Stock	3,641	9
Performance Res. Stk. Units	(3)	01/07/2014		A	8,193		<u>(4)</u>	<u>(4)</u>	Common Stock	8,193	
Performance Res. Stk. Units	<u>(5)</u>	01/07/2014		A	2,731		<u>(4)</u>	<u>(4)</u>	Common Stock	2,731	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chief Accounting Officer

Ritz Michael

200 INTERNATIONAL CIRCLE

SUITE 3500

HUNT VALLEY, MD 21030

Signatures

/s/ Thomas H. Peterson, Attorney-in-Fact 01/09/2014

**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 February, 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.

Reporting Owners 2

Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

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.