

PICKETT C TAYLOR

Form 4

January 23, 2019

FORM 4**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
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

OMB APPROVAL

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(Print or Type Responses)

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

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)
303 INTERNATIONAL
CIRCLE, SUITE 200

3. Date of Earliest Transaction
(Month/Day/Year)
01/18/2019

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Executive Officer

(Street)
HUNT VALLEY, MD 21030

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

(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 (D) Price			

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Def. Res. Stock Units	(1) (2)	01/18/2019	A		79,496		(3)(4)	(3)(4)	Common Stock	79,496	\$
Profit Interest Units	(5) (6)	01/18/2019	A		77,349		(3)	(3)	Common Stock	77,349	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PICKETT C TAYLOR 303 INTERNATIONAL CIRCLE SUITE 200 HUNT VALLEY, MD 21030	X Chief Executive Officer

Signatures

/s/ Thomas H. Peterson,
Attorney-in-Fact 01/23/2019

__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) Represents Performance Restricted Stock Units earned (but not yet vested) based on Total Shareholder Return against a peer group for the 2016-2018 performance period, as certified by the Compensation Committee on January 18, 2019.
- (2) Represents Deferred Stock Units which the reporting person elected to receive in lieu of Restricted Stock Units upon the earning of Performance Restricted Stock Units. Each Restricted Deferred Stock Unit represents a right to receive one share of common stock when vested. If the participant previously elected, dividends will also be converted into Deferred Stock Units.
- (3) 25% of the units earned based on performance for the 2016-2018 performance period vest at the end of each calendar quarter of 2019, subject to continued employment and accelerated vesting in certain events.
- (4) The deferred stock units will be payable three years after each vesting period.
- (5) Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit represents a contingent right to receive one unit of limited partnership interest (an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements. Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement.
- (6)

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Profits Units earned (but not yet vested) based on Total Shareholder Return for the 2016-2018 performance period, as certified by the Compensation Committee on January 18, 2019.

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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