

Sabra Health Care REIT, Inc.
 Form 4
 January 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
MATROS RICHARD K

2. Issuer Name and Ticker or Trading Symbol
**Sabra Health Care REIT, Inc.
 [SBRA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
12/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN AVENUE, SUITE 550

(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

IRVINE, CA 92612

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/31/2013 | | M | (A) 4,920 (1) | \$ 0 | 110,812 | D |
| Common Stock | 12/31/2013 | | F | (A) 2,775 (2) | \$ 26.14 | 108,037 | D |
| Common Stock | 12/31/2013 | | G | (A) 4,607 (3) | \$ 0 | 103,430 (4) | D |
| Common Stock | 12/31/2013 | | G | (A) 4,607 (3) | \$ 0 | 620,804 | I By R&A Matros Revocable |

Trust

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

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Units | \$ 0 | 12/31/2013 | | M | 4,920 <u>(5)</u> | <u>(6)</u> 12/31/2013 | Common Stock | 4,920 <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATROS RICHARD K C/O SABRA HEALTH CARE REIT, INC. 18500 VON KARMAN AVENUE, SUITE 550 IRVINE, CA 92612 | X | | Chairman, CEO and President | |

Signatures

/s/ Harold W. Andrews, Jr., as
Attorney-in-Fact
Date: 01/03/2014

**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).

(1) Represents shares of the Issuer's Common Stock received by the reporting person upon the vesting in full of restricted stock units previously granted to the reporting person on December 18, 2012, including 254 shares with respect to dividend equivalent payments calculated on the basis of the market value of the Issuer's Common Stock on the applicable dividend payment date. Each stock unit represented a contingent right to receive one share of the Issuer's Common Stock.

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- Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the
- (2) vesting of restricted stock units previously granted to the reporting person, including the restricted stock units described in footnote (1) above.
 - (3) Represents shares of the Issuer's Common Stock acquired in connection with the vesting of restricted stock units, including the restricted stock units described in footnote (1) above, that have been transferred by the reporting person to the R&A Matros Revocable Trust.
 - (4) Consists of unvested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.
Includes 254 shares with respect to dividend equivalent payments calculated on the basis of the market value of the Issuer's Common
 - (5) Stock on the applicable dividend payment date. The dividend payment dates were February 28, 2013, May 31, 2013, August 30, 2013 and November 29, 2013.
 - (6) All of the stock units vested on December 31, 2013 in connection with the appreciation of the Issuer's stock price by more than 15% during calendar year 2013.

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.