

OMB APPROVAL	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>STEPHENSON ROBERT O</b>  (Last) (First) (Middle) <b>303 INTERNATIONAL CIRCLE</b> <b>SUITE 200</b>  (Street) <b>HUNT VALLEY MD 21030</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OMEGA HEALTHCARE INVESTORS INC [ OHI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>X Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date				
Profit Interest Units	(1)	01/10/2020		A		(2)	(2)	OP Units	16,408	\$0	33,530	D	
Restricted Stock Units	(3)	01/10/2020		A		(4)	(4)	Common Stock	43,634	\$0	64,797	D	
Profit Interest Units	(5)	01/10/2020		A		(4)	(4)	OP Units	62,252	\$0	95,782	D	

**Explanation of Responses:**

- Represents grant of 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. OP Units do not expire.
- Subject to three-year cliff vesting on 12/31/2022 and subject to continued employment on the vesting date with certain exceptions for qualifying termination of employment.
- Represents performance Restricted Stock Units earned (but not yet vested) based on Total Shareholder Return against a peer group for the 2017-2019 performance period, as certified by the Compensation Committee on January 10, 2020. Restricted Stock Units convert on a 1 for 1 basis into common stock.
- 25% of the units earned based on performance for the 2017-2019 performance period vest at the end of each calendar quarter of 2020, subject to continued employment and accelerated vesting in certain events.
- Represents Profits Interest Units earned (but not yet vested) based on Total Shareholder Return for the 2017-2019 performance period, as certified by the Compensation Committee on January 10, 2020.

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

01/14/2020

\*\* Signature of Reporting Person

Date

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

\* 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).

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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