

| 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 *<br><b>HILL BARBARA B</b><br><br>(Last) (First) (Middle)<br><b>303 INTERNATIONAL CIRCLE</b><br><b>SUITE 200</b><br><br>(Street)<br><b>HUNT VALLEY MD 21030</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>OMEGA HEALTHCARE INVESTORS INC [ OHI ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)                      |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/11/2020</b>                        |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |

**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) |   | 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 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)(2)   | 06/11/2020                           |  | M                              |   |  | 5,558 | (3)  | (3)             | OP Units  | 5,558                                      | \$0  | 0   | D  |
| OP Units                                   | (4)  | 06/11/2020                           |  | M                              |   | 5,558  |       | (4)  | (4)             | Common Stock  | 5,558                                      | \$0  | 5,558   | D  |
| Profit Interest Units                      | (1)(2)   | 06/11/2020                           |  | A                              |   | 6,173  |       | (5)  | (5)             | OP Units  | 6,173                                      | \$0  | 6,173   | D  |

**Explanation of Responses:**

- 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 can be converted into one unit of limited partnership interest (an "OP Unit") in the Operating Partnership following vesting and the satisfaction of certain tax-driven economic requirements. Profits Units were granted the reporting person on 6/7/2019.
- 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.
- 100% of the reporting persons Profits Interest Units granted on 6/7/2019 vested and converted in OP Units on 6/11/2020.
- 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.
- 100% of the reporting persons Profits Interest Units granted on 6/11/2020 will vest on the date of the Company's 2021 Annual Meeting of shareholders, subject to continued Board service.

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

06/15/2020

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.