FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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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* BOOTH DANIEL J 2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify						
İ	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2020								^	below) below) Chief Operating Officer						
	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person						
										Form filed	by More t	than O	ne Reportino	g Person		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date		2A. Deemed Execution Date, if any (Month/Day/Year)								Securities Beneficially Following F	Owned Reported	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					(instr. 4)		
06/30	/2020		М			12,467 ⁽¹⁾ A \$2		\$29.73	174,920			D				
06/30	/2020			F		5,896 ⁽²⁾ D \$		\$29.73	169,024			D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
Code		n Derivative		Expiration Date (Month/Day/Year)) or (D)			Securities Underlying		erlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
Code	v	(A)	(D)	Date Exercisable		Expiration Date	Title		Number of							
М			12,467	(3)		(3)			12,467	\$0	86,29	8	D			
М			17,786	(6)		(6) OP Units 1		17,786	\$0	35,572		D				
М		17,786		(5)		(5)			17,786	\$0	76,82	7	D			
	On-Derive 2. Transa Date (Month/D) 06/30, 06/30, - Derivat (e.g., pt) tte, 4. Transa Code 8) Code M	OME OHI] 3. Date of 06/30/2020 4. If Ame 2. Transaction Date (Month/Day/Year) 06/30/2020 06/30/2020 - Derivative Se (e.g., puts, caute, and code (Instr. 8) Code V M M	OMEGA HE OHI] 3. Date of Earliest 06/30/2020 4. If Amendment, 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 06/30/2020 - Derivative Securities (e.g., puts, calls, war (ear) 4. Transaction Derivative Securities (e.g., puts, calls, war (ear) A. Transaction Derivative Securities (e.g., puts, calls, war (ear) A. Transaction Derivative Securities (e.g., puts, calls, war (ear) A. Transaction Derivative Securities (e.g., puts, calls, war (ear) A. Transaction Derivative Securities (e.g., puts, calls, war Acquirect Acqu	OMEGA HEALTHOHI] 3. Date of Earliest Transactio 16/30/2020 4. If Amendment, Date of Order 1	OMEGA HEALTHCAR OHI 3. Date of Earliest Transaction (Mont 06/30/2020 4. 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Amount of Date Execution Date in Impact (Month/Day/Year) 06/30/2020 6. Individual or Joint/Group Filing (Check Applica X Form filed by More than One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Interest (Month/Day/Year) 6. Ownership Form Direct (D) or indirect (Inter. 3 and 4) 6. Ownership Form Direct (D) or indirect (Inter. 3 and 4) 6. Ownership Form Direct (D) or indirect (Inter. 4) 7. Transaction Executives Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Object of Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Transaction Code (Instr. 3, 4 and 5) 1. Transaction Code (Instr. 4) 1. Transaction Code (Instr. 5) 1. Transaction Code (Instr. 6) 1. Trans		

Explanation of Responses:

- 1. Represents the vesting into common stock, on a one-for-one basis, of 25% of the Performance Restricted Stock Units (PRSUs) that were earned for the 2017-2019 performance period and are subject to quarterly vesting in 2020. These have been reported as Restricted Stock Units since satisfaction of the performance condition.
- 2. Represents shares withheld from the common stock issued in respect of vested awards as payment of the associated income tax liability.
- 3. Represents PRSUs earned for the 2017-2019 performance period. 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. These have been reported as Restricted Stock Units since satisfaction of the performance condition and are paid in common stock on a one-for-one basis.
- 4. 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 1/1/2017, and subsequently earned during the 2017-2019 performance period.
- 5. 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.
- 6. 25% of the Profits Units earned based on the 2017-2019 performance period vest at the end of each quarter of 2020, subject to continued employment and accelerated vesting upon certain events.

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

** Signature of Reporting Person Date

07/02/2020

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.