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

ame and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI]								[(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify					
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2021								7 ^	below)		ncial	below) Officer	
	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
										Form filed	d by More	than O	ne Reportin	g Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date		Execution if any	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 ar		or 4 and 5)	Securities Beneficially Following F	urities neficially Owned lowing Reported		Direct (D) irect (I)	7. Nature of Indirect Beneficial Ownership		
Code V Amount (A) or (D)									Price					(Instr. 4)
03/3	1/2021			М		12,058 ⁽¹⁾ A \$		\$36.63	228,192			D		
03/3	1/2021			F		5,686 ⁽²⁾ D \$		\$36.63	222,506			D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
ate, Trai		Derivativ Securitie Acquired Disposed	Derivative Expiration Date (Securities Acquired (A) or Disposed of (D)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		lerlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following	e Owns For Direction or I:	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Cod	de V	(A)	(D)	Date Exercisa	able		Title							
N	И		12,058	(3)		(3) Common Stock			12,058	\$0 36,17		'3	D	
N	И		27,414	(5)		(5)	OP Units 2		27,414	\$0	136,115		D	
N	И	27,414		(6)		(6) Common Stock 27		27,414	\$0	125,763		D		
	2. Trans Date (Month) 03/3 03/3 - Deriva (e.g., j 4. Trans Coo 8)	Ion-Derivative Se (e.g., puts, calate, Year) OME OHI 3. Date of 03/31/2 4. If Ame 03/31/2021 03/31/2021 - Derivative Se (e.g., puts, calate, Transaction Code (Instr. 8)	OMEGA HE OHI] 3. Date of Earliest 03/31/2021 4. If Amendment, 2. Transaction Date (Month/Day/Year) 03/31/2021 - Derivative Securities (e.g., puts, calls, war ate, Year) 4. Transaction Dode (Instr. 8) 5. Numb Derivative Securities (e.g., puts, calls, war 4. Transaction Code (Instr. 8) Code V (A) M	OMEGA HEALTHOHI] 3. Date of Earliest Transaction 03/31/2021 4. If Amendment, Date of Ond Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 03/31/2021 - Derivative Securities Acqui (e.g., puts, calls, warrants, of Code (Instr. 8) Code V (A) (D) M 12,058 M 27,414	OMEGA HEALTHCAR OHI] 3. Date of Earliest Transaction (Mont 03/31/2021 4. If Amendment, Date of Original File 2. Transaction Date (Month/Day/Year) 6. Date (Month/Day/Year) 7. 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S. 4 and 5) Code V Amount (A) or Price (Instr. 3 and 4) 12,058(1) A \$36.63 222,506 - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) Amount of Securities Underlying Derivative Security (Instr. 3) A Transaction Code (Instr. Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Date Title Amount of Securities Code (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Date Title Amount of Shares M 12,058 (3) (3) (3) Common Stock (Instr. 4) M 27,414 (5) (5) (6) OP Units 27,414 so 136,1	OMEGA HEALTHCARE INVESTORS INC [OHI] 3. Date of Earliest Transaction (Month/Day/Year) O3/31/2021 4. If Amendment, Date of Original Filed (Month/Day/Year) Chief Financial of Chief Financial Only Only Only Only Only Only Only Onl	OMEGA HEALTHCARE INVESTORS INC [OH] 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2021 4. If Amendment, Date of Original Filed (Month/Day/Year) Chief Financial Officer 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Code (Instr. 8) Amount (A) or Price (Diverving Reported Following Reported

Explanation of Responses:

- 1. Represents the vesting into common stock, on a one-for-one basis, of 25% of the performance based Restricted Stock Units (RSUs) that were earned for the 2018-2020 performance period, that was previously reported, and are subject to quarterly vesting in 2021.
- 2. Represents shares withheld from the common stock issued in respect of vested awards as payment of the associated income tax withholding liability.
- 3. Represents 25% of the Restricted Stock Units earned based on performance for the 2018-2020 performance period that will vest at the end of each calendar quarter of 2021, subject to continued employment and accelerated vesting in certain event and converted to common stock on a one-for-one basis.
- 4. Represents Profits Interest Units ("PIUs") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each PIU 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. OP Units do not expire.
- 5. Represents 25% of the PIUs earned based on the 2018-2020 performance period that vest at the end of each quarter of 2021, subject to continued employment and accelerated vesting upon certain events.
- 6. 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. The OP Units have no expiration date.

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

** 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.