

FORM 4

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

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person* STEPHENSON ROBERT O			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 _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ CHIEF FINANCIAL OFFICER		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2021					
303 INTERNATIONAL CIRCLE, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street) HUNT VALLEY, MD 21030								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2021		M		12,057 (1)	A	\$ 29.59	247,306	D	
Common Stock	12/31/2021		F		5,933 (2)	D	\$ 29.59	241,373	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Profits Interest Units	(3) (4)	12/31/2021		M		27,414		(5)	(5)	OP Units	27,414	\$ 0	36,750	D	
OP Units	(4)	12/31/2021		M		27,414		(4)	(4)	Common Stock	27,414	\$ 0	208,806	D	
Profits Interest Units	(3) (4)	12/31/2021		M		17,122		(6)	(7)	OP Units	17,122	\$ 0	36,750	D	
OP Units	(4)	12/31/2021		M		17,122		(4)	(4)	Common Stock	17,122	\$ 0	225,128	D	
Restricted Stock Units	(1)	12/31/2021		M		12,057		(1)	(1)	Common Stock	12,057	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENSON ROBERT O 303 INTERNATIONAL CIRCLE SUITE 200 HUNT VALLEY, MD 21030			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Thomas H Peterson, Attorney-in-Fact		01/04/2022
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 25% of the total Restricted Stock Units ("RSUs") earned based on the 2018-2020 performance period and vests into common stock or deferred common stock (at the election of the reporting person) at the end of each quarter of 2021, subject to continued employment and accelerated vesting upon certain events.
- (2) Represents shares withheld from the common stock issued in respect of vested awards as payment of the associated income tax liability.
- (3) 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.
- (4) 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.
- (5) Represents 25% of the PIUs that vested into OP Units at the end of each calendar quarter in 2021 based on the performance for the 2018-2020 performance period, subject to continued employment and accelerated vesting under certain circumstances.
- (6) Represents PIUs subject to 3-year, time-based vesting into OP Units that were granted in 2019, subject to continued employment and accelerated vesting under certain circumstances.
- (7) Represents PIUs subject to 3-year, time-based vesting into OP Units that were granted in 2019, subject to continued employment and accelerated vesting under certain circumstances.

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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