FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number: Estimated average burden	3235-0287							
hours per response:	0.5							

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

<u>(</u>	2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC OHI							(Ched	Director Officer (g below)	ive title	,	10% Ov Other (s below)	pecify	
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022								CHIE	r rinan	CIAL	OFFICE		
	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date	nth/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed C		ies Acquired (Of (D) (Instr.	A) or 3, 4 and 5)	Securities Beneficially Following F	y Owned or In Reported (Inst		Direct (D) irect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Code V Amount (A) or (D)				Price	3 and 4)				(
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
Code (nsaction Derivative		Expiration Date Securities Under		nderlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following	e S Illy	or Indirect	Beneficial Ownership (Instr. 4)				
Code	v	(A)	(D)	Date Exercisa			Title	Amount or Number of Shares						
M	V		16,408	(3)		(3)	OP Units	16,408	\$0	46,809	9	D		
M	V	16,408		(2)		(2)	Common Stock	16,408	\$0	241,53	36	D		
	1-Derivati 2. Transa Date (Month/D 4. Transa Code (N) 8) Code	OMECOHI] 3. Date of 12/31/20 4. If Amero 1-Derivative Secue.g., puts, cal 4. Transaction Code (Instr. 8) Code V M V	OMEGA HE OHI] 3. Date of Earliest 12/31/2022 4. If Amendment, I 2. Transaction Date (Month/Day/Year) April (Month/Day/Year) Poerivative Securities e.g., puts, calls, wal 4. Shumb Transaction Code (Instr. 8) 4. Shumb Transaction Code (Instr. 3) Code V (A) M V	OMEGA HEALTH OHI] 3. Date of Earliest Transaction 12/31/2022 4. If Amendment, Date of On Deternative Securities Acquired (Month/Day/Year) Derivative Securities Acquired (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Code V (A) (D) M V 16,408	OMEGA HEALTHCARE OHI] 3. Date of Earliest Transaction (Month 12/31/2022 4. If Amendment, Date of Original File n-Derivative Securities Acquired, Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. Securities Acquired, Die.g., puts, calls, warrants, options 4. Transaction Derivative Securities Acquired, Die.g., puts, calls, warrants, options Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisa M V 16,408 (3)	OMEGA HEALTHCARE IN OHI] 3. Date of Earliest Transaction (Month/Day/12/31/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) 2. Transaction Code (Instr. 8) Code V Derivative Securities Acquired, Dispose e.g., puts, calls, warrants, options, code (Instr. 8) 5. Number of Derivative Securities Acquired (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) Code V Derivative Securities Acquired, Dispose e.g., puts, calls, warrants, options, code (Instr. 8) Code (Instr. 9) 4. If Amendment, Date of Original Filed (Month/Day/Year) Code (Instr. 8) Code (Instr. 9) Code (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Month/Day/Year) Code (Month/Day/Year)	OMEGA HEALTHCARE INVESTO OHI] 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) Date (Month/Day/Year) 2. Transaction Date, (Month/Day/Year) Code V Amount A. Securities Acquired, Disposed of V Amount Derivative Securities Acquired, Disposed of, Ce.g., puts, calls, warrants, options, convertible A. Transaction Derivative Securities Acquired, Disposed of, Ce.g., puts, calls, warrants, options, convertible A. Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year)	OMEGA HEALTHCARE INVESTORS INC [OHI] 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (Disposed Of (D) (Instr. 3) Code V Amount (A) or (D) Derivative Securities Acquired (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (Month/Day/Year) 4. Transaction Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and A Securities Acquired (Month/Day/Year) Code V (A) (D) Date Exercisable Todate Title M V 16,408 (3) (3) OP Units M V 16,408 (2) (2) Common	OMEGA HEALTHCARÉ INVESTORS INC [OHI] 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code V Amount 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired, Disposed Of, or Beneficially Owne.g., puts, calls, warrants, options, convertible securities) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) Code (Instr. 8) 7. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities (Month/Day/Year) Code V (A) (D) Date Expiration Date Expiration Date Securities Or Number of Shares M V 16,408 (3) (3) OP Units 16,408	OMEGA HEALTHCARE INVESTORS INC [OHI] (Check all applicab Director X Officer (gelow) CHIE) 3. Date of Earliest Transaction (Month/Day/Year) 12/3 1/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Join X Form file Form file 1. Transaction Code (Instr. fary (Month/Day/Year) [Month/Day/Year] 2. Transaction Date Execution Date, if any (Month/Day/Year) [Month/Day/Year] 2. Transaction Code (Instr. fary (Month/Day/Year) [Month/Day/Year] 2. Transaction Date Execution Date, if any (Month/Day/Year) [Month/Day/Year] 2. Transaction Code (Instr. fary (Month/Day/Year) [Month/Day/Year] 2. Transaction Date Exercisable and Exercisable and Expiration Date (Month/Day/Year) [Month/Day/Year) [Month/Day/Year] 3. Transaction Code (Instr. fary (Instr. 3, 4 and 5) [Month/Day/Year] 5. Amount (A) or Price [Month/Day/Year] 6. Date Exercisable and Frite and Amount of Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 5) [Month/Day/Year] 8. Price of Securities Underlying Derivative Security (Instr. 5) [Month/Day/Year] 8. Price of Shares 8. Price of Shares 8. Price of Shares 8. Price of Shares 9. OP Units 16,408 [Month/Day/Year] 16. 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) [Month/Day/Year] 17. Title and Amount or Securities Underlying Derivative Security (Instr. 5) [Month/Day/Year] 18. Price of Shares 18. Price of Shares 18. Price of Shares 18. Price of Shares 18. Price of Shares	OMEGA HEALTHCARE INVESTORS INC [OHI] OHI] 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) 12. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V Amount (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Transaction (Code (Instr. 8) 4. Securities Acquired (A) or Derivative Securities Underlying (Instr. 3) 4. Transaction (Downed Expiration Date (Month/Day/Year) 5. Number of Derivative Security (Instr. 3) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying (Instr. 3) 8. Price of Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 3) Code V (A) (D) Date Exercisable Expiration Title Or Number of Shares Amount or Shares Amount Or Number of Shares Code V (A) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	OMEGA HEALTHCARE INVESTORS INC [OHI] OHI] OHI] OHI] ORiger (give title below) CHIEF FINANCIAL 6. Individual or Joint/Group Filing (Cf X Form filed by More than Of Form filed by More than Of Form filed by More than Of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Code V Amount (A) or (D) Price Code (Instr. 3 and 4) OPERIVATIVE Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 3 and 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURITIES Acquired (A) or Disposed Of (D) (Instr. 4) OPERIVATIVE SECURIT	OMEGA HEALTHCARE INVESTORS INC [OHI] A Deficition of below of the below	

- 1. 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
- 2. 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.
- 3. Represents PIUs subject to a three-year, time-based vesting into OP Units that were granted in 2020, subject to continued employment, certain tax-related conditions, and accelerated vesting under certain circumstances.

/s/ Meghan C. Lyons , Attorney-in- 01/04/2023 **Fact**

** Signature of Reporting Person

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.

OMEGA HEALTHCARE INVESTORS, INC. SECTION 16 POWER OF ATTORNEY

Know all be these present, that the undersigned hereby constitutes and appoints Robert O. Stephenson, Gail D. Makode, Thomas H. Peterson and Meghan C. Lyons, or either one of them acting singly, and with full power of substitution, the undersigned's true and lawful attorney-in- fact to:

- (1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments hereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities and Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) Execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of Omega Healthcare Investors, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities and Exchange Act of 1934 and the rules thereunder;
- (3) Do and perform any and all acts for an on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to so and perform any and every act and thing whatsoever requisite, necessary, or proper to be sone in the exercise of any of the right and power herein granted, as fully to all intent and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 9th day of February, 2022.

/s/ Robert O. Stephenson