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OMEGA HEALTHCARE INVESTORS INC

Form 4

August 01, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

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obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PICKETT C TAYLOR

2. Issuer Name and Ticker or Trading

Issuer

Symbol

OMEGA HEALTHCARE INVESTORS INC [OHI]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Street)

(Ctata)

(Middle)

(7:-

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year)

9690 DEERECO ROAD, SUITE 100 07/29/2005

Chief Executive Officer

4. If Amendment, Date Original

Applicable Line)

_X__ Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

TIMONIUM, MD 21093

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Ownership Beneficially Owned Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership Form: Direct (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	07/29/2005		Code V M	Amount 40,517	(D)	Price \$ 2.32	661,615	D	
Common Stock	07/29/2005		M	20,000	A	\$ 3.17	681,615	D	
Common Stock	07/29/2005		F	22,297 (1)	D	\$ 13.92	659,318	D	

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

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number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 2.32	07/29/2005		M	40,517	12/31/2002(2)	06/12/2011	Common Stock	40,5
Employee Stock Option (Right to Buy)	\$ 3.17	07/29/2005		M	20,000	10/25/2003(3)	10/25/2011	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PICKETT C TAYLOR 9690 DEERECO ROAD SUITE 100 TIMONIUM, MD 21093	X		Chief Executive Officer				

Signatures

Thomas Peterson, Attorney-In-Fact 08/01/2005

**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).
- Represents the aggregate of 8,912 shares held by the person for more than six months prior to the exercise of the option and delivered as payment of the exercise price and 13,385 shares otherwise issuable pursuant to the exercise of the option withheld as payment of the reporting person's tax liability in connection with the option.

(2)

Reporting Owners 2

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These options were part of a previously reported grant of 800,000 shares on June 12, 2001 by the Issuer to the Reporting Person of which one-half vested on or by June 12, 2003, with the balance vesting in equal monthly amounts through June 12, 2005.

(3) These options were part of a previously reported grant of 320,000 shares on October 25, 2001 by the Issuer to the Reporting Person of which one-half vested on October 25, 2003 with the balance vesting in equal monthly amounts through October 25, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.