

OMEGA HEALTHCARE INVESTORS INC
 Form 4
 February 16, 2005

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, Section 17(a) of the Public Utility Holding Company Act of 1935 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)

(Last) (First) (Middle)
 9690 DEERECO ROAD, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

TIMONIUM, MD 21093

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/14/2005 | | S | 100 ⁽¹⁾ D | \$ 11.23 | 242,935 | D |
| Common Stock | 02/14/2005 | | S | 300 ⁽¹⁾ D | \$ 11.24 | 242,635 | D |
| Common Stock | 02/14/2005 | | S | 3,100 ⁽¹⁾ D | \$ 11.25 | 239,535 | D |
| Common Stock | 02/15/2005 | | S | 8,900 ⁽¹⁾ D | \$ 11.25 | 230,635 | D |
| Common Stock | 02/15/2005 | | S | 17,600 ⁽¹⁾ D | \$ 11.28 | 213,035 | D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|----------|---------|---|
| Common Stock | 02/15/2005 | S | 1,000 (1) | D | \$ 11.29 | 212,035 | D |
| Common Stock | 02/15/2005 | S | 1,700 (1) | D | \$ 11.3 | 210,335 | D |
| Common Stock | 02/16/2005 | S | 5,000 (1) | D | \$ 11.35 | 205,335 | D |
| Common Stock | 02/16/2005 | S | 2,300 (1) | D | \$ 11.45 | 203,035 | D |
| Common Stock | 02/16/2005 | S | 1,500 (1) | D | \$ 11.49 | 201,535 | D |

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

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 control number.

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(9-02)

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEPHENSON ROBERT O 9690 DEERECO ROAD SUITE 100 TIMONIUM, MD 21093 | | | Chief Financial Officer | |

Signatures

Thomas H. Peterson,
Attorney-in-Fact

02/16/2005

__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).

(1) The reporting person disposed of these shares through open market transactions upon the vesting of stock options previously awarded to him under the Omega Healthcare Investors, Inc. 2000 Stock Incentive Plan. The primary purpose of the disposition was to enable the reporting person to satisfy estimated tax obligations for the year ended December 31, 2004, including tax obligations in connection with his stock option exercises.

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.