

PLAVIN STEPHEN D  
Form 4  
May 17, 2010

**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 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 \*  
PLAVIN STEPHEN D

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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/13/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

200 INTERNATIONAL CIRCLE, SUITE 3500

(Street)

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

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/13/2010		M			10,000	A	\$ 6.25	40,714	D	
Common Stock	05/13/2010		M			1,000	A	\$ 3.8125	41,714	D	
Common Stock	05/13/2010		M			1,000	A	\$ 6.02	42,714	D	
Common Stock	05/13/2010		M			1,000	A	\$ 3.74	43,714	D	
Common Stock	05/13/2010		M			1,000	A	\$ 9.33	44,714	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 6.25	05/13/2010		M	10,000	07/17/2001 <sup>(1)</sup>	07/17/2010	Common Stock	10,000
Stock Options (Right to Buy)	\$ 3.8125	05/13/2010		M	1,000	01/01/2002 <sup>(2)</sup>	01/01/2011	Common Stock	1,000
Stock Options (Right to Buy)	\$ 6.02	05/13/2010		M	1,000	01/01/2003 <sup>(3)</sup>	01/01/2012	Common Stock	1,000
Stock Options (Right to Buy)	\$ 3.74	05/13/2010		M	1,000	01/01/2004 <sup>(4)</sup>	01/01/2013	Common Stock	1,000
Stock Options (Right to Buy)	\$ 9.33	05/13/2010		M	1,000	01/01/2005 <sup>(5)</sup>	01/01/2014	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLAVIN STEPHEN D 200 INTERNATIONAL CIRCLE	X			

SUITE 3500  
HUNT VALLEY, MD 21030

## Signatures

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

05/17/2010

\_\_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) These options were granted to the reporting person, as previously reported, on 1/1/2000..
- (2) These options were granted to the reporting person, as previously reported, on 1/1/2001.
- (3) These options were granted to the reporting person, as previously reported, on 1/1/2002.
- (4) These options were granted to the reporting person, as previously reported, on 1/1/2003.
- (5) These options were granted to the reporting person, as previously reported, on 1/1/2004.

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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