

OMEGA HEALTHCARE INVESTORS INC  
 Form 4  
 February 16, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**PICKETT C TAYLOR**

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 Executive 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)
			Code	V Amount (D) Price			
Common Stock	02/14/2005		S	1,100 (1) D \$ 11.25	689,263	D	
Common Stock	02/14/2005		S	1,800 (1) D \$ 11.21	687,463	D	
Common Stock	02/14/2005		S	8,200 (1) D \$ 11.2	679,263	D	
Common Stock	02/14/2005		S	16,900 (1) D \$ 11.22	662,363	D	
Common Stock	02/15/2005		S	9,100 (1) D \$ 11.2	653,263	D	

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Common Stock	02/15/2005	S	700 <sup>(1)</sup>	D	\$ 11.21	652,563	D
Common Stock	02/15/2005	S	1,800 <sup>(1)</sup>	D	\$ 11.22	650,763	D
Common Stock	02/15/2005	S	600 <sup>(1)</sup>	D	\$ 11.23	650,163	D
Common Stock	02/15/2005	S	7,000 <sup>(1)</sup>	D	\$ 11.24	643,163	D
Common Stock	02/15/2005	S	17,800 <sup>(1)</sup>	D	\$ 11.25	625,363	D
Common Stock	02/15/2005	S	5,000 <sup>(1)</sup>	D	\$ 11.3	620,363	D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## 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

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.