

Sabra Health Care REIT, Inc.  
 Form 4  
 January 03, 2014

**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 \*  
**MATROS RICHARD K**

2. Issuer Name and Ticker or Trading Symbol  
**Sabra Health Care REIT, Inc.  
 [SBRA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/31/2013**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman, CEO and President**

**C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN AVENUE, SUITE 550**

(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

**IRVINE, CA 92612**

(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)
Common Stock	12/31/2013		M	(A) 4,920 (1)	\$ 0	110,812	D
Common Stock	12/31/2013		F	D	\$ 26.14	108,037	D
Common Stock	12/31/2013		G	D	\$ 0	103,430 (4)	D
Common Stock	12/31/2013		G	A	\$ 0	620,804	I

By R&A  
 Matros  
 Revocable



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- Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the
- (2) vesting of restricted stock units previously granted to the reporting person, including the restricted stock units described in footnote (1) above.
  - (3) Represents shares of the Issuer's Common Stock acquired in connection with the vesting of restricted stock units, including the restricted stock units described in footnote (1) above, that have been transferred by the reporting person to the R&A Matros Revocable Trust.
  - (4) Consists of unvested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.  
Includes 254 shares with respect to dividend equivalent payments calculated on the basis of the market value of the Issuer's Common
  - (5) Stock on the applicable dividend payment date. The dividend payment dates were February 28, 2013, May 31, 2013, August 30, 2013 and November 29, 2013.
  - (6) All of the stock units vested on December 31, 2013 in connection with the appreciation of the Issuer's stock price by more than 15% during calendar year 2013.

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.