

Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 4

OMEGA HEALTHCARE INVESTORS INC

Form 4

July 10, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

-----  
1. Name and Address of Reporting Person\*

Pickett C. Taylor  
-----  
(Last) (First) (Middle)

3509 Houcks Mill Road  
-----

(Street)

Monkton MD 21111  
-----  
(City) (State) (Zip)

-----  
2. Issuer Name and Ticker or Trading Symbol

Omega Healthcare Investors, Inc. (OHI)  
-----

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)  
-----

4. Statement for Month/Year  
-----

June 2001  
-----

5. If Amendment, Date of Original (Month/Year)  
-----

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

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

Chief Executive Officer  
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7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |        |
|---------------------------------------|---|---|---|--|------------------|--------|
|                                       |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price  |
| Common Stock                          | 6/12/01                                 | A                                       | V | 50,000*  | A                | \$2.32 |

\*Common Stock acquired represents 50,000 shares of restricted stock granted under the Company's Stock Option and Restricted Stock Plan which shares vest on June 12, 2003.

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b) (v).

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

(Print or Type Response)

(Over)

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 4.<br>Trans-<br>action<br>Code<br>(Instr. 8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expir-<br>ation<br>Date | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares |
|--|---|--|---|--|---|--|
| Options<br>(right to buy)                              | \$2.32  | 6/12/01  | A V A   |  | * *   | common stock 172,413 \$  |
| Options<br>(right to buy)                              | \$2.32  | 6/12/01  | A V A   |  | ** **   | common stock 627,587 \$  |

Explanation of Responses:

\*Options are exercisable as to 43,103 shares on December 31, 2002, as to 43,103 shares on June 12, 2003, as to 43,103 shares ratably month by month over the twelve months of service in 2004 and as to the remaining 43,104 shares ratably (month by month) over the first six months of service in 2005. Options expire 10 years from date of grant.

\*\*Options are exercisable as to 50% of the award after optionee has performed two years of service (June 12, 2003) and the remaining 50% will become exercisable ratably (month by month) over the 24 months of optionee's service following the second anniversary of the grant date. Options expire 10 years from date of grant.

/s/ C. TAYLOR PICKETT

July 10, 2001

\*\*Signature of Reporting Person

Date

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

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