

MATROS RICHARD K  
Form 4  
August 09, 2011

**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)  
08/08/2011

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/08/2011		P		100 A \$ 11.26	231,895	I By R&A Matros Revocable Trust
Common Stock	08/08/2011		P		100 A \$ 11.27	231,995	I By R&A Matros Revocable Trust
Common Stock	08/08/2011		P		200 A \$ 11.28	232,195	I By R&A Matros

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Common Stock	08/08/2011	P	500	A	\$ 11.29	232,695	I	Revocable Trust By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	414	A	\$ 11.3	233,109	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	1,227	A	\$ 11.31	234,336	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	700	A	\$ 11.32	235,036	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	863	A	\$ 11.33	235,899	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	100	A	\$ 11.34	235,999	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	596	A	\$ 11.35	236,595	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	1,300	A	\$ 11.36	237,895	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	100	A	\$ 11.4	237,995	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	400	A	\$ 11.41	238,395	I	By R&A Matros Revocable Trust
Common Stock	08/08/2011	P	100	A	\$ 11.42	238,495	I	By R&A Matros Revocable

Common Stock	08/08/2011		P	800	A	\$ 11.43	239,295	I	Trust By R&A Matros Revocable Trust
Common Stock	08/08/2011		P	100	A	\$ 11.44	239,395	I	Trust By R&A Matros Revocable Trust
Common Stock	08/08/2011		P	200	A	\$ 11.45	239,595	I	Trust By R&A Matros Revocable Trust
Common Stock	08/08/2011		P	1,000	A	\$ 11.46	240,595	I	Trust By R&A Matros Revocable Trust
Common Stock							179,415 <sup>(1)</sup>	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 Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer

Other

MATROS RICHARD K  
C/O SABRA HEALTH CARE REIT, INC.  
18500 VON KARMAN AVENUE, SUITE 550  
IRVINE, CA 92612

X

Chairman, CEO and President

## Signatures

/s/Harold W. Andrews, Jr. as  
Attorney-in-Fact

08/09/2011

\_\_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) Consists of invested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.

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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