

Edgar Filing: OMEGA HEALTHCARE INVESTORS INC - Form 3

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature (Instr. 4)
Common Stock	1,777.884	D	

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

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

(Print of Type Responses)

(Over)

FORM 3 (continued)

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

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2. Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)
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1. Title of Derivative Security (Instr. 4)	and Expiration Date (Month/Day/Year)		Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security
	Date Exercisable	Expiration Date		
Options	*	*	25,000	\$6.25

Explanation of Responses:

Options to acquire 25,000 shares of Common Stock at an exercise price of \$6.25 per share were granted to the undersigned on July 17, 2000. Options are exercisable as to thirty percent (30%) as of December 31, 2000 and an additional 1/60th (one-sixtieth) for each month of service completed following December 31, 2001. Dividend Equivalent Rights will accrue on these options when dividends are paid provided that certain performance goals are achieved. The Dividend Equivalent Rights will vest on the same vesting schedule as the accompanying options. These options expire 10 years from grant date.

/s/ DeAnn O'Donovan

May 3, 2001

**Signature of Reporting Person

Date

** 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.

(Print of Type Responses)

