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OMEGA HEALTHCARE INVESTORS INC

Form 4

April 10, 2002

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*

McNamara Donald J.

(Last) (First) (Middle)

4200 Texas Commerce Tower West, 2200 Ross Avenue

(Street)

Dallas TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Omega Healthcare Investors, Inc. (NYSE: OHI)

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

4. Statement for Month/Year

March 2002

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)

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

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[X] 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. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.10 per share	03/01/02	A*		567	A	\$4.41
Common Stock, par value \$.10 per share	03/25/02	P		10,000	A	\$4.53
Common Stock, par value \$.10 per share	03/25/02	P		4,000	A	\$4.60
Common Stock, par value \$.10 per share	03/25/02	P		5,000	A	\$4.59
Common Stock, par value \$.10 per share	03/25/02	P		10,000	A	\$4.63
Common Stock, par value \$.10 per share	03/25/02	P		3,000	A	\$4.65
Common Stock, par value \$.10 per share	03/25/02	P		10,000	A	\$4.63
Common Stock, par value \$.10 per share	03/25/02	P		7,247	A	\$4.70
Common Stock, par value \$.10 per share	03/25/02	P		24,000	A	\$4.90
Common Stock, par value \$.10 per share	03/26/02	P		1,000	A	\$4.82
Common Stock, par value \$.10 per share	03/26/02	P		6,400	A	\$4.82
Common Stock, par value \$.10 per share	03/26/02	P		17,000	A	\$4.82
Common Stock, par value \$.10 per share	03/26/02	P		3,600	A	\$4.82
Common Stock, par value \$.10 per share	03/26/02	P		23,000	A	\$4.87
Common Stock, par value \$.10 per share	03/26/02	P		25,000	A	\$4.87
Common Stock, par value \$.10 per share	03/26/02	P		22,000	A	\$4.87
Common Stock, par value \$.10 per share	03/26/02	P		20,000	A	\$4.87
Common Stock, par value \$.10 per share	03/26/02	P		50,000	A	\$4.86
Common Stock, par value \$.10 per share	03/26/02	P		50,000	A	\$4.87

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Common Stock, par value \$.10 per share 03/26/02	P	12,000	A	\$4.88
Common Stock, par value \$.10 per share 03/26/02	P	38,000	A	\$4.88
Common Stock, par value \$.10 per share 03/26/02	P	50,000	A	\$4.88
Common Stock, par value \$.10 per share 03/26/02	P	50,000	A	\$4.88
Common Stock, par value \$.10 per share 03/26/02	P	50,000	A	\$4.88
Common Stock, par value \$.10 per share 03/26/02	P	50,000	A	\$4.89
Common Stock, par value \$.10 per share 03/26/02	P	8,300	A	\$4.89
Common Stock, par value \$.10 per share 03/26/02	P	41,700	A	\$4.89
Common Stock, par value \$.10 per share 03/26/02	P	4,000	A	\$4.89
Common Stock, par value \$.10 per share 03/26/02	P	15,000	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	1,000	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	5,000	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	2,500	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	3,400	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	2,000	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	4,100	A	\$4.94
Common Stock, par value \$.10 per share 03/26/02	P	3,200	A	\$4.92
Common Stock, par value \$.10 per share 03/26/02	P	23,500	A	\$4.95
Common Stock, par value \$.10 per share 03/27/02	P	10,000	A	\$5.04
Common Stock, par value \$.10 per share 03/27/02	P	1,400	A	\$5.04
Common Stock, par value \$.10 per share 03/27/02	P	1,300	A	\$5.06
Common Stock, par value \$.10 per share 03/28/02	P	1,600	A	\$5.09
Common Stock, par value \$.10 per share 03/28/02	P	7,200	A	\$5.08
Common Stock, par value \$.10 per share 03/28/02	P	5,000	A	\$5.07
Common Stock, par value \$.10 per share 03/28/02	P	5,000	A	\$5.07
Common Stock, par value \$.10 per share 03/28/02	P	600	A	\$5.07
Common Stock, par value \$.10 per share 03/28/02	P	30,600	A	\$5.08
Common Stock, par value \$.10 per share 03/28/02	P	3,400	A	\$5.09
Common Stock, par value \$.10 per share 03/28/02	P	3,600	A	\$5.10
Common Stock, par value \$.10 per share 03/28/02	P	5,000	A	\$5.10
Common Stock, par value \$.10 per share 03/28/02	P	700	A	\$5.10

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Common Stock, par value \$.10 per share	03/28/02	P	9,300	A	\$5.10
Common Stock, par value \$.10 per share	03/28/02	P	5,900	A	\$5.10
Common Stock, par value \$.10 per share	03/28/02	P	6,000	A	\$5.10
Common Stock, par value \$.10 per share	03/28/02	P	100	A	\$5.10
Common Stock, par value \$.10 per share	03/28/02	P	43,200	A	\$5.11
Common Stock, par value \$.10 per share	03/28/02	P	12,000	A	\$5.15
Common Stock, par value \$.10 per share	03/28/02	P	19,400	A	\$5.08

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

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Explanation of Responses:

* Grant of stock for payment of Director fees.

(1) Represents stock held by Explorer Holdings, L.P. Mr. McNamara disclaims beneficial ownership of the Common Stock, which he is deemed beneficial owner of because of his ownership interest in The Hampstead Group, L.L.C., which holds the ultimate controlling interest in Explorer Holdings, L.P.

/S/ DONALD J. MCNAMARA

April 10, 2002

**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.