

OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 of Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Rich Laurence D.
(Last) (First) (Middle)

900 Victors Way, Suite 350
(Street)

Ann Arbor MI 48108
(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

April, 2000

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

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

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

Vice President of Acquisitions

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

[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

<TABLE>
<CAPTION>

Owner- 4. 5. 6.
Securities Acquired (A) or Amount of ship

Form:	7.	3.	Disposed of (D)				Securities	
Direct	Nature of	Transaction	(Instr. 3, 4 and 5)				Beneficially	
or Indirect		Code	-----				Owned at End	(D)
1.	Transaction	(Instr. 8)	(A)				of Month	
Indirect Beneficial	Date	-----	Amount	or	Price	(Instr. 3	(I)	
Title of Security	(mm/dd/yy)	Code	V	(D)		and 4)		
Ownership								
(Instr. 3)								
(Instr.4) (Instr. 4)								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>								
Common Stock	01/31/2000	A*	V	3,548	A	\$7.750		D
Common Stock	02/10/2000	A**	V	17,269	A	\$5.9375		D
Common Stock	02/15/2000	A***	V	73.302	A	\$6.7090	21,873.864	D

*Common stock acquired represents 3,548 shares of restricted stock granted under the Company's Stock Option and Restricted Stock

Plan which shares vest one-half on July 31, 2000 and one-half on January 31,2001.

**Common stock acquired represents 17,269 shares of restricted stock granted under the Company's Stock Option and Restricted Stock

Plan. Vesting is based on two criteria: the Company's achievement of a specific trading price per share and the officer's period

of service after the date of the grant. If the trading price reaches \$8.00, \$9.00 or \$10.00, 50%, 75% or 100%, respectively, of the

stock would vest, subject to the officer satisfying the service requirements. After performing six months of service for the Company

after the date of grant, the officer will be vested in 50% of the shares available for vesting as a result of a trading price target

being met. After one year of service, the officer will be vested in 100% of the shares available for vesting as a result of a

trading price target being met. In order for a trading price target to be met, the stock must either stay at or above the target

level for 10 consecutive business days, or the average stock price for any 30 consecutive business day period must equal or exceed

the target level.

***Shares acquired through the Company's Dividend Reinvestment Plan.

</TABLE>

* 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

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</TABLE>
Explanation of Responses:

/s/ Laurence D. Rich

May 10, 2000

**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.