



Form: 7.

Direct Nature of

or Indirect

1. Indirect Beneficial  
Title of Security  
Ownership  
(Instr. 3)  
(Instr.4) (Instr. 4)

2. Transaction (Instr. 8)  
Date (mm/dd/yy)

3. Transaction (Instr. 3, 4 and 5)  
Code

Disposed of (D)  
(Instr. 3, 4 and 5)  
Amount or Price  
(D)

Securities  
Beneficially  
Owned at End (D)  
of Month  
(Instr. 3 (I)  
and 4)

<S> <C> <C> <C> <C> <C> <C> <C> <C>

<C>

Common Stock 01/31/2000 A\* V 8,516 A \$7.750 D

Common Stock 02/10/2000 A\*\* V 63,321 A \$5.9375 313,699.977

D\*\*\*

Common Stock 7,754.817 I

\*\*\*\*

\*Common stock acquired represents 8,516 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 63,321 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.

\*\*\*Includes shares held jointly with wife.

\*\*\*\*Owned directly by Menakka Bailey. Essel W. Bailey, Jr. disclaims beneficial ownership in said shares.

NOTE: Essel W. Bailey, Jr. is a trustee of the Montague Foundation. The foundation holds 20,000 shares of Omega Healthcare

Investors, Inc. common stock. Mr. Bailey disclaims any beneficial ownership in these shares (Rule 16a-1(a)2).



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Explanation of Responses:

/s/ Essel W. Bailey, Jr.

May 10, 2000

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\*\*Signature of Reporting Person

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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.