

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*

Kellman F. Scott
(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

July, 2000

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)

Vice President and Chief Operating Officer

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

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

Form: 7. Direct Nature of or Indirect 1. Indirect Beneficial Title of Security Ownership (Instr. 3) (Instr. 4) (Instr. 4)	2. Transaction Date (mm/dd/yy)	3. Transaction Code		Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned at End (D) of Month (Instr. 3 (I) and 4)	
		Code	V	Amount	or (D)	Price	(Instr. 3 (I) and 4)	(I)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock	05/11/00	G	V	170.858*	D		57,345.142	D
Common Stock I**							170.858	

*Represents transfer of shares to spouse.

**Shares held directly by spouse.

</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 owned directly or indirectly.

(Print or Type Responses)

(Over)

(Form 4-07/98)

FORM 4 (continued)

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

<TABLE>
<CAPTION>

10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or 1. In- direct Derivative (I)	11. Nature of In- direct Owner- ship	2. Conver- sion or Exer- cise Price of Deriv- ative	3. Trans- action Date (Month/ 8)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number	8. Price of Deriv- ative Secur- ity	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month
									(I)

Security (Instr. 3) (Instr. 4)	Secur- ity	Day/ Year)	----- Code V	----- (A)	----- (D)	Exer- cisable	tion Date	Title	of Shares	(Instr. 5)	(Instr. 4)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Options (right to buy) \$6.25 07/17/00 A V 500,000 * * Common Stock 500,000 \$6.25 527,880

*Options to acquire 500,000 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.

</TABLE>
Explanation of Responses:

/s/ F. Scott Kellman August 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.