

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

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 of Acquisitions

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

ity: In-
Direct direct
(D) or Bene-
In- ficial
Title of Owner-
direct Derivative
(I) ship
Security (Instr. 3)
4) 4)

cise 3. Trans- Acquired (A) Exercisable and (Instr. 3 and 4) of ficially
Price Trans- action or Disposed Expiration Date ----- Deriv- Owned
of action Code of(D) (Month/Day/Year) Amount ative at End
Deriv- Date (Instr. (Instr. 3, ----- or Secur- of
ative (Month/ 8) 4 and 5) Date Expira- Number ity Month
Secur- Day/ ----- ----- Exer- tion of (Instr. (Instr.
ity Year) Code V (A) (D) cisable Date Title Shares 5) 4)

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<C> <C>

Options (right to buy) \$6.25 07/17/00 A V 227,500 * * Common Stock 227,500 \$6.25 227,500

*Options to acquire 227,500 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 schedule as the accompanying options. These options expire 10 years from grant date.

</TABLE>
Explanation of Responses:

/s/ Laurence D. Rich 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.