
 OMB APPROVAL

OMB Number
 Expires:
 Estimated average burden
 hours per response 1.0

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 5

ANNUAL 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).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Franke	Thomas	F.
(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

12/00

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

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

- | | |
|---|--|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

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- Form: Direct or 1. Indirect Title of Security Ownership (Instr. 3) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. ship (D) (I) (C)
<S> <C>		<C>	<C>	<C>	<C>	<C>	<C>	
Common						12,600	D	
Common I*						22,675		
Preferred						1,000	D	
Preferred I*						2,000		

*Owned by a family limited liability company (Franke Family LLC) of which Mr. Franke is a member.

</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.

(Over)

(Form 5-07/98)

FORM 5 (continued)

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

<TABLE>
<CAPTION>

Owner- ship of Deriv- ative Secur-	10. 11. Nature of	2. Conver- sion or Exer-	5. Number of Derivative Securities	6. Date	7. Title and Amount of Underlying Securities	8. Price	9. Number of Deriv- ative Secur- ities Bene-
---	----------------------------	--------------------------------------	---	------------	---	-------------	---

ity:	In-	cise	3.	Acquired (A)	Exercisable and	(Instr. 3 and 4)	of	officially
Direct	direct	Price	Trans-	4.	or Disposed	Expiration Date	Deriv-	Owned
(D) or	Bene-	of	action	Trans-	of (D)	(Month/Day/Year)	Amount	ative
1.	icial	Deriv-	Date	action	(Instr. 3,	-----	or	Secur-
In-	Owner-	ative	(Month/	Code	4 and 5)	Date	Number	ity
Title of	ship	Secur-	Day/	(Instr.	-----	Exer-	of	(Instr.
direct	Derivative	ity	Year)	8)	(A) (D)	cisable	Date	Title
(I)	Security	(Instr.	(Instr.	3)	4)	tion	Shares	5)
4)	4)							4)

```

-----
<S>          <C>      <C>      <C>      <C> <C>      <C>      <C>      <C>      <C>      <C>      <C>
<C>      <C>
Options
(right to buy      $6.125   3/6/00   A*      1,000      *      *      Common   1,000   $6.125   5,000
D
-----
-----
-----
-----
-----
-----
-----
-----
-----
-----
-----
-----
-----
-----
-----
=====
=====

```

</TABLE>
Explanation of Responses:
*Options to acquire 1,000 shares of common stock at an exercise price of \$6.125 per share were granted to the undersigned on March 6, 2000. Options are exercisable as to one-third of the shares after March 6, 2001, as to an additional one-third of the shares after March 6, 2002 and as to the remaining balance after March 6, 2003, all at an exercise price of \$6.125. Options expire 11 years after the date of grant.

/s/ Thomas F. Franke

**Signature of Reporting Person
Date
February 12, 2001

** 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.