

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*

McNamara Donald J
(Last) (First) (Middle)

4200 Texas Commerce Tower West
(Street)

2200 Ross Avenue
(City) (State) (Zip)

Dallas Texas 75201

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

February, 2001

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

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

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

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>

Table with 6 columns: Owner, 3., 4., 5., 6., ship. Row 1: Owner-

Title of direct Derivative (I) Security (Instr. 3 4)	Owner- ship (Instr. 4)	Deriv- ative Secur- ity	Date (Month/ Day/ Year)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) (D)	----- Date Exer- cisable	Expira- tion Date	Title	or Number of Shares	Secur- ity (Instr. 5)	of (Instr. 4)
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Options
(right to buy) \$3.8125 01/01/01 A V 333 on 01/01/12 Common 1,000 \$3.8125 11,000
D
01/01/02;
333 on
01/01/03;
334 on
01/01/04
Stock

Series C Preferred Stock 1,000,000*

</TABLE>
Explanation of Responses:

* Mr.McNamara disclaims beneficial ownership of the Series C Preferred Stock, which he is deemed to beneficially own because of his membership interest in the Hampstead Group, L.L.C., which holds the ultimate controlling interest in Explorer Holdings, L.P.

/s/ Donald J. McNamara March 9, 2001

**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.