

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*

Kovach Susan Allene
(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

February, 2001

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, General Counsel and Secretary

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 Price (D)	Price	Amount	Price
Common Stock	2/10/01	D*	V	9,354	D	*	14,152.085	D

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

*Forfeiture of shares per vesting requirement of 2/10/00 restricted stock grant. Trigger price for vesting not met.

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 </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)

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 <TABLE>
 <CAPTION>

10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or 1. In- Title of direct Derivative (I) Security	11. Nature of In- direct Owner- ship	2. Conver- sion or Exer- cise Price of Deriv- ative Secur-	3. Trans- action Date (Month/ Day/	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 Expira-	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of	8. Price of Deriv- ative Secur- ity (Instr.	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr.
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(Instr. 3) 4)	(Instr. 4) 4)	ity	Year)	Code V	(A)	(D)	isable	Date	Title	Shares	5)	4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>											

Options (right
to buy)

227,500

D

</TABLE>

Explanation of Responses:

/s/ Susan Allene Kovach

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.