

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*

Decker Daniel A.
(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

March, 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)

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- | 3. | 4. | 5. | 6. |
|--------|----|---|-------------------------|------|
| | | Securities Acquired (A) or Disposed of (D) | Amount of Securities | ship |

| Title of direct Derivative (Instr. 4) | Owner-ship (Instr. 3) | Derivative Secur-ity | Date (Month/Day/Year) | (Instr. 8) Code V | (Instr. 3, 4 and 5) (A) (D) | Exer-cisable Date | Expira-tion Date | Title | or Number of Shares | Secur-ity (Instr. 5) | of Month (Instr. 4) |
|---------------------------------------|-----------------------|----------------------|-----------------------|-------------------|-----------------------------|-------------------|------------------|-------|---------------------|----------------------|---------------------|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| <C> | <C> | | | | | | | | | | |

| | | | | | | | | | | | |
|---|-----|--|---------|------|--|--------|--------|--------------|---------|--|--|
| Series C Convertible Preferred Stock I(2) | (2) | | 3/30/01 | J(1) | | 46,666 | Immed. | Common Stock | 746,656 | | |
|---|-----|--|---------|------|--|--------|--------|--------------|---------|--|--|

| | | | | | | | | | | | |
|---|-----|--|---------|------|--|-------|--------|--------------|--------|--|-----------|
| Series C Convertible Preferred Stock I(3) | (3) | | 3/30/01 | J(2) | | 1,754 | Immed. | Common Stock | 28,064 | | 1,048,420 |
|---|-----|--|---------|------|--|-------|--------|--------------|--------|--|-----------|

</TABLE>

Explanation of Responses:

(1) Received pursuant to a stock dividend paid on Omega's outstanding Series C Preferred Stock.

(2) Received pursuant to a waiver relating to the delayed payment of the Common Stock dividend described above.

(3) Mr. Decker disclaims beneficial ownership of the Common Stock and the Series C Preferred Stock, which he is deemed beneficial owner of because of his ownership interest in the Hampstead Group, L.L.C., which holds the ultimate controlling interest in Explorer Holdings, L.P.

/s/ Daniel A. Decker

April 10, 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.

