U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Lowenthal Edward
(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

May 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>

1. Title of Security	2. Transaction Date	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial

Ownership (Instr. 3)	(mm/dd/yy)	Code	V	(D)	and 4)			
(Instr.4) (Instr. 4)								
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock	5/15/01	A*	V	1,046	A	$2.39		D
Common Stock	5/15/01	A*	V	1,488	A	$1.68	6,834	D

*Grant of stock for payment of director fees.

</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 Response) (Over)

FORM 4 (continued)

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

<TABLE>
<CAPTION>

10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial	2. Conversion or Exercise Price	3. Transaction	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative	9. Number of Derivative Securities Beneficially Owned

1. Title of Derivative Security (Instr. 3)	of Deriv-ative Secur-ity	action Date (Month/Day/Year)	Code (Instr. 8) Code V	of(D) (Instr. 3, 4 and 5) (A)	(D)	(Month/Day/Year) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	ative Secur-ity (Instr. 5)	at End of Month (Instr. 4)	In-direct (I) (Instr. 4)	Owner-ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Options (right to buy)											8,001		

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</TABLE>
Explanation of Responses:

/s/ EDWARD LOWENTHAL June 8, 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.