

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\*

McNamara Donald J.  
-----  
(Last) (First) (Middle)  
4200 Texas Commerce Tower West, 2200 Ross Avenue  
-----  
(Street)  
Dallas TX 75201  
-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Omega Healthcare Investors, Inc. (NYSE: OHI)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year  
November, 2001

5. If Amendment, Date of Original (Month/Year)  
December 10, 2001

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

Title of Security Ownership (Instr. 3) (Instr.4) (Instr. 4)	Date (mm/dd/yy)	----- Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(I)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Preferred Stock (Series A) (1) (1)	11/02/2001	P		300	A	\$15.95		I
Preferred Stock (Series A) (1) (1)	11/06/2001	P		500	A	\$15.60	800	I
Common Stock (2) (2)	11/12/2001	P		5,000	A	\$3.45		I
Common Stock (2) (2)	11/13/2001	P		150	A	\$3.41		I
Preferred Stock (Series B)	11/14/2001	P		200	A	\$14.63		D
Preferred Stock (Series B)	11/14/2001	P		100	A	\$14.68		D
Preferred Stock (Series B)	11/15/2001	P		200	A	\$14.58		D
Preferred Stock (Series B)	11/15/2001	P		2,000	A	\$14.80	4,300	D
Common Stock (3) (3)	11/16/2001	P		79,300	A	\$3.46		I
Common Stock (3) (3)	11/16/2001	P		20,700	A	\$3.40		I
Common Stock (3) (3)	11/19/2001	P		21,000	A	\$3.40		I
Common Stock (3) (3)	11/19/2001	P		130,000	A	\$3.55		I
Common Stock (4) (4)	11/19/2001	P		63,450	A	\$3.55		I
Common Stock (4) (4)	11/20/2001	P		58,400	A	\$3.71		I
Common Stock (4) (4)	11/23/2001	P		50,700	A	\$3.94		I
Common Stock (4) (4)	11/24/2001	P		152,100	A	\$3.99		I
Common Stock (4) (4)	11/25/2001	P		3,900	A	\$3.98		I
Common Stock (4) (4)	11/26/2001	P		17,300	A	\$3.99		I
Common Stock (4) (4)	11/27/2001	P		208,000	A	\$4.12	811,000	I
Common Stock	11/14/2001	P		5,950	A	\$3.41		D
Common Stock	11/14/2001	P		300	A	\$3.40		D

Common Stock	11/15/2001	P	3,000	A	\$3.41		D
Common Stock	11/16/2001	P	1,000	A	\$3.44		D
Common Stock	11/16/2001	P	7,000	A	\$3.45		D
Common Stock	11/16/2001	P	20,000	A	\$3.46		D
Common Stock	11/19/2001	P	22,750	A	\$3.40		D
Common Stock	11/20/2001	P	43,200	A	\$3.50		D
Common Stock	11/08/2001	P	300	A	\$3.41		D
Common Stock	11/16/2001	P	2,000	A	\$3.55	108,862	D
Common Stock (1) (1)	11/16/2001	P	1,000	A	\$3.60		I
Preferred Stock (Series A)	11/15/2001	P	100	A	\$15.78		D
Preferred Stock (Series A)	11/15/2001	P	100	A	\$15.80		D
Preferred Stock (Series A)	11/15/2001	P	1,000	A	\$15.81	2,800	D

</TABLE>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

(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.	Owner-							9.
	ship							Number
	Form							of
	of	2.						Deriv-
	Deriv-	Conver-	5.		7.			ative
	ative	sion	Number of		Title and Amount			Secur-
	Secur-	or	Derivative	6.	of Underlying	8.		ities
	ity:	Exer-	4.	Securities	Date	Securities	Price	Bene-
	Direct	cise	3.	Trans-	Acquired (A)	Exercisable and	(Instr. 3 and 4)	of
	(D) or	Price	Trans-	action	or Disposed	Expiration Date	Deriv-	Owned
	Bene-							

1. In- Title of Derivative (I) Security (Instr. 4)	Official Owner- ship (Instr. 3) 4)	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 Expira- tion Exer- cisable Date	Amount or Number of Shares	ative Secur- ity (Instr. 5)	at End of Month (Instr. 4)
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<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

</TABLE>

Explanation of Responses:

- (1) Represents stock held by a trust established by Mr. McNamara for non-family members of which Mr. McNamara is the trustee and may be deemed to have an indirect pecuniary interest. Mr. McNamara disclaims any beneficial ownership of the shares held by the trust.
- (2) Represents stock held by a charitable Foundation established by Mr. McNamara in which Mr. McNamara has no pecuniary interest. Mr. McNamara disclaims any beneficial ownership of the shares held by the Foundation.
- (3) Represents stock held by a partnership established by Mr. McNamara for the benefit of certain members of Mr. McNamara's family, over which Mr. McNamara may be deemed to have investment control. Mr. McNamara disclaims any beneficial ownership of the shares held by the partnership.
- (4) Represents stock held by Explorer Holdings, L.P. Mr. McNamara disclaims beneficial ownership of the Common 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/ DONALD J. MCNAMARA

January 10, 2002

\*\*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.