

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL 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).
 Form 3 Holdings Reported
 Form 4 Transactions Reported

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

12/01

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-	4.	5.	6.
Form: 7.	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount of Securities Beneficially Owned at End	ship

Direct or 1. Indirect Ownership (Instr. 3) (Instr.4)	Nature of Indirect Beneficial Title of Security (Instr. 4)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	Amount or (D)	Price (A)	of Issuer's Fiscal Year (Instr. 3 and 4)	(D) (I)
<S> <C>		<C>	<C>	<C>	<C>	<C>	<C>
Common Stock		12/01/01	A	712	A *	\$3.51 109,574	D

=====
 </TABLE>

* Grant of stock for payment of Director fees.
 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 5 (continued)

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

=====
 <TABLE>
 <CAPTION>

10. Owner- ship of Deriv- ative	11. Nature or	2. Conver- sion	5. Number of Derivative	6. 6.	7. Title and Amount of Underlying	8. 8.	9. Number of Deriv- ative Secur- ities
--	---------------------	-----------------------	-------------------------------	----------	---	----------	--

