

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*

Kloosterman Harold J.
(Last) (First) (Middle)
339 Sutton Road, P.O. Box 3666
(Street)
Barrington IL 60011
(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

February 2002

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

(Instr. 3) (Instr.4) (Instr. 4)	(mm/dd/yy)	Code	V	(D)	and 4)		
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock - Rights Offering	2/20/02	P		9,303	A	\$2.92	52,864 D
Common Stock - Rights Offering	2/20/02	P		2,326	A	\$2.92	D
Common Stock - Rights Offering I (1)	2/20/02	P		6,977	A	\$2.92	30,246

</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-ship Form of Derivative Security: Direct	11. Nature of In-direct	2. Conversion or Exercise	3. Trans-	4. Securities Acquired (A)	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of	9. Number of Derivative Securities Beneficially
--	-------------------------	---------------------------	-----------	----------------------------	------------------------------------	-------------------------	---	-------------	---

(D) or 1. In- Title of direct Derivative (I) Security (Instr. (Instr. 3 4)	Bene- ficial Owner- ship (Instr. 4)	Price of Deriv- ative Secur- ity	Trans- action Date (Month/ Day/ Year)	action Code (Instr. 8) ----- Code V	or of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	----- Date	----- Title	Amount or Number of Shares	Deriv- ative Secur- ity (Instr. 5)	Owned at End of Month (Instr. 4)
--	--	---	--	--	--	--	--	---------------	----------------	--	---	---

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

<C> <C>

</TABLE>

Explanation of Responses:
(1) Shares held directly by spouse.

/s/ HAROLD J. KLOOSTERMAN

March 8, 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.