

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)  
535 Madison Avenue, 26th Floor  
(Street)  
New York NY 10022  
(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-	2.	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	Code	-----	Owned at End	(D)
1.	Transaction	(Instr. 8)	(A)	of Month	
Indirect	Beneficial	Date	-----	Amount or Price	(Instr. 3 (I)
Title of Security					
Ownership					

(Instr. 3) (Instr.4) (Instr. 4)	(mm/dd/yy)	Code	V	(D)	and 4)			
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock - Rights Offering	2/20/02	P		2,501	A	\$2.92	11,341	D
Common Stock - Rights Offering	2/20/02	P		466	A	\$2.92		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-ship Form of Derivative Security: Direct	11. Nature of In-direct	2. Conversion or Exercise Price	3. Transaction	4. Securities Acquired (A) or Disposed	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv-	9. Number of Beneficially Owned
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