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

		ontinue. See Instructi						
		and Address of Report						
	Franke		Thomas	F.				
	(Last)		(First)	(Middle)				
		rth Eagle Street						
			(Street)					
	Marshal	11	MI	49068				
	(City)		(State)	(Zip)				
 2.	Issue	r Name and Ticker or 1						
	Omega	Healthcare Investors,	Inc. (NYSE: OHI)					
		dentification Number of						
		ment for Month/Year						
	March	2002						
 5.	If Ame	endment, Date of Orig	inal (Month/Year)					
 6.	Relati	ionship of Reporting I k all applicable)						
		Director Officer (give title be		10% Owner Other (speci	fy below)			
 7.	Indivi	idual or Joint/Group I	Filing (Check applic					
	[X] I	Form filed by one Repo	orting Person an one Reporting Per	rson				
	======	Table I Non-Deriva	Beneficially Owned	quired, Dispos	ed of,			
<ta< td=""><td>BLE> .PTION></td><td></td><td></td><td></td><td></td><td></td><td></td><td>ć</td></ta<>	BLE> .PTION>							ć
0					4.		5.	6.
	er-			3.	Securities Acquired Disposed of (D)	(A) or	Amount of Securities	ship
For	m: 5	7.		Transaction	(Instr. 3, 4 and 5)		Beneficially	
Dir	ect N	Nature of	2.	Code			- Owned at End	(D)
or 1.	Indi	rect	Transaction	(Instr. 8)	(A)		of Month	
Ind Tit	lirect E le of Se ership	Beneficial ecurity	Date		Amount or	Price	(Instr. 3	(I)

(Instr. 3) (Instr.4) (Instr. 4			(mm/dd/y	yy) Code	V		(D)		and 4)	
<\$> <c> <c></c></c>	-		<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	
Common Stock				. A*						D
Common Stock	-								47,141	. I
	-									
	 -									
	_									
	_									
=======================================	======	=======				=======				

										Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											
owned directly or indirectly. If the Form is filed by more than one Reporting Person, see Instruction $4(b)(v)$.																					
		(Print or	Type Res	sponse)		(Ove	er)														
FORM 4 (continued) Table II Derivat	ive Secur	ities Acc	muired. Di	sposed of. o	or Benefici	allv Ownec	3														
				s, convertibl																	
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10.										9.											
Owner-										Number											
ship										of											
of	2.									Deriv-											
Deriv- 11.	Conver-			5.			7.			ative											
ative Nature	sion			Number of			Title an	d Amount		Secur-											
Secur- of	or			Derivative	6.		of Under	lying	8.	ities											
	Exer-		4.	Securities	Date		Securiti	.es	Price	Bene-											
ity: In-	cise	3.	Trans-	Acquired (A	) Exercis	able and	(Instr.	3 and 4)	of	ficially											
Direct direct	Price	Trans-	action	or Disposed	l Expirat	ion Date			Deriv-	Owned											
(D) or Bene- 1.	of	action	Code	of(D)	(Month/	Day/Year)		Amount	ative	at End											
In- ficial Title of	Deriv-	Date	(Instr.	(Instr. 3,				or	Secur-	of											
direct Owner- Derivative	ative	(Month/	8)	4 and 5)	Date	Expira-		Number	ity	Month											
(I) ship Security	Secur-	Day/			- Exer-	tion		of	(Instr.	(Instr.											
(Instr. (Instr. (Instr. 3) 4) 4)	ity	Year)	Code V	(A) (D)	cisable	Date	Title	Shares	5)	4)											

<s> <c> <c></c></c></s>	 <c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
======================================			=====				======	=======	======	:======		
Explanation of * Grant of sto		nt of Direc	tor fe	es.								
(1) Owned by member.	a family lim	nited liab	ility	comp	pany	of whi	ch Mr.	Franke :	is a			
/S/ T	HOMAS F. FRAN						April	9, 2002				
**Signat	ure of Report						D	ate				

 $\ensuremath{^{\star\star}}$  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.