

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\*

Explorer Holdings, L.P.

(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

April 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	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>						
Common Stock, par value \$0.10 per share	4/1/2002	P	500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	100	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	1,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	1,500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	3,600	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	6,000	A	\$5.27	D
Common Stock, par value \$0.10 per share	4/1/2002	P	2,200	A	\$5.27	D
Common Stock, par value \$0.10 per share	4/1/2002	P	22,100	A	\$5.27	D
Common Stock, par value \$0.10 per share	4/1/2002	P	6,200	A	\$5.26	D
Common Stock, par value \$0.10 per share	4/1/2002	P	3,800	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	2,200	A	\$5.27	D
Common Stock, par value \$0.10 per share	4/1/2002	P	12,600	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	20,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	2,400	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	42,600	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	5,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/1/2002	P	50,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/2/2002	P	2,700	A	\$5.17	D
Common Stock, par value \$0.10 per share	4/2/2002	P	5,000	A	\$5.17	D
Common Stock, par value \$0.10 per share	4/2/2002	P	3,900	A	\$5.17	D
Common Stock, par value \$0.10 per share	4/2/2002	P	800	A	\$5.20	D
Common Stock, par value \$0.10 per share	4/2/2002	P	800	A	\$5.20	D
Common Stock, par value \$0.10 per share	4/2/2002	P	2,800	A	\$5.20	D
Common Stock, par value \$0.10 per share	4/2/2002	P	1,400	A	\$5.20	D
Common Stock, par value \$0.10 per share	4/2/2002	P	2,000	A	\$5.22	D
Common Stock, par value \$0.10 per share	4/2/2002	P	100	A	\$5.22	D

Common Stock, par value \$0.10 per share	4/3/2002	P	13,057	A	\$5.21	D
Common Stock, par value \$0.10 per share	4/5/2002	P	4,800	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/5/2002	P	8,500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/5/2002	P	5,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/5/2002	P	1,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/5/2002	P	700	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/5/2002	P	2,500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/5/2002	P	700	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	2,800	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	3,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	700	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	500	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	400	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	6,000	A	\$5.25	D
Common Stock, par value \$0.10 per share	4/8/2002	P	1,400	A	\$5.35	D
Common Stock, par value \$0.10 per share	4/8/2002	P	300	A	\$5.35	D
Common Stock, par value \$0.10 per share	4/8/2002	P	300	A	\$5.35	D
Common Stock, par value \$0.10 per share	4/8/2002	P	1,900	A	\$5.35	D
Common Stock, par value \$0.10 per share	4/8/2002	P	2,800	A	\$5.35	D
Common Stock, par value \$0.10 per share	4/8/2002	P	1,100	A	\$5.35	D
Common Stock, par value \$0.10 per share	4/11/2002	P	154,600	A	\$6.10	D
Common Stock, par value \$0.10 per share	4/12/2002	P	4,600	A	\$6.20	D
Common Stock, par value \$0.10 per share	4/12/2002	P	3,000	A	\$6.20	D
Common Stock, par value \$0.10 per share	4/12/2002	P	15,000	A	\$6.20	12,537,710 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.

9.

Owner-ship Form of Derivative Security: Direct (D) or Indirect (I) Security (Instr. 3) 4)	11. Nature of In-direct Beneficial Owner-ship (Instr. 3) 4)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8) V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Beneficially Owned at End of Month (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>								

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

</TABLE>

Explanation of Responses:

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\*\*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.