

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*

Mahowald Christopher W.
(Last) (First) (Middle)
2626 Cole Avenue, Suite 700
(Street)
Dallas TX 75204
(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

May 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				

