

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*

McNamara Donald J.
(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

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-	2.	3.	4.	5.	6.
Form:	7.	Transaction	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount of Securities Beneficially	ship
Direct	Nature of	Code	-----	Owned at End	(D)
or Indirect	1.	Transaction	(Instr. 8)	(A)	of Month
Indirect Beneficial	Title of Security	Date	-----	Amount or Price	(Instr. 3 (I)
Ownership					

Derivative (I) Security (Instr. 3) (Instr. 4)	ative Secur- ity	(Month/ Day/ Year)	8) ----- Code V	4 and 5) ----- (A) (D)	Date Exer- cisable	Expira- tion Date	Title	Number of Shares	ity (Instr. 5)	Month (Instr. 4)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

* Grant of stock for payment of Director fees.

/s/ DONALD J. MCNAMARA

June 10, 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.