

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*

Kloosterman Harold J.
(Last) (First) (Middle)
339 Sutton Road, P.O. Box 3666
(Street)
Barrington IL 60011
(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)

March 2002

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

(Instr. 3) (Instr.4) (Instr. 4)	(mm/dd/yy)	Code	V	(D)	and 4)		
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock - Rights Offering	2/20/02	P	9,303	A	\$2.92		D
Common Stock - Rights Offering	2/20/02	P	6,440	A	\$2.92	59,304	D
Common Stock - Rights Offering	2/20/02	P	2,326	A	\$2.92		D
Common Stock - Rights Offering I (1)	2/20/02	P	6,977	A	\$2.92		
Common Stock - Rights Offering I (1)	2/20/02	P	4,960	A	\$2.92	35,206	

</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-						9.
	ship						Number
	Form						of
	of	2.					Deriv-
	Deriv-	Conver-	5.		7.		ative
11.	sion	Number of			Title and Amount		Secur-

1. Title of Security (Instr. 3 or 4)	2. Nature of Ownership (Instr. 4)	3. Exercise Price of Derivative Security	4. Transaction Code (Instr. 8)	5. Action Code (Instr. 4 and 5)	6. Derivative Securities Acquired (A) or Disposed of (D)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Underlying Securities (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Beneficially Owned at End of Month (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>								

</TABLE>

Explanation of Responses:

(1) Shares held directly by spouse.

/S/ HAROLD J. KLOOSTERMAN

August 19, 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.