## U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

## FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed	pursu	uant t	o Se	ectio	on 16	(a)	of	the	Seci	irit:	ies	Excha	ange	Act	: of	1934,
Se	ction	17(a)	of	the	Publ	ic	Util	Lity	Hold	ding	Con	ipany	Act	of	1935	o or
		Secti	on 3	30(f)	of	the	e Inv	vestr	nent	Comp	pany	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. N	ame and Address of Re	eporting Person*			
Ma	howald	Christopher	2	W.	
 (La	st)	(First)		(Middle)	
26	26 Cole Avenue, Suite	e 700			
		(Street)			
Da	llas	TX		75204	
(Ci	ty)	(State)		(Zip)	
2. I	ssuer Name and Ticke:	r or Trading Symbol			
0	mega Healthcare Inve	stors, Inc. (NYSE: OHI	)		
3. I	RS Identification Nur	mber of Reporting Pers	son,	if an Entity	(Voluntary)
 4. S	tatement for Month/Ye	ear			
A	ugust 2002				
5. I	f Amendment, Date of	Original (Month/Year)			
	elationship of Report Check all applicable	ting Person to Issuer )			
-	X] Director _] Officer (give tit			10% Owner Other (speci	fy below)
7. I	ndividual or Joint/G	roup Filing (Check app	olica	ble line)	
	X] Form filed by one _] Form filed by mo:	e Reporting Person re than one Reporting	Pers	son	
	Table I Non-1	Derivative Securities or Beneficially Owr	-	ired, Dispos	ed of,
<table <capti< td=""><td></td><td></td><td></td><td></td><td></td></capti<></table 					
					4.
Owner-	7			3.	Securities Acquired Disposed of (D)

6.

Owner-			4.			5.	
Form: 7.		3.	Securities Acqu Disposed of (D)	ired (A)	or	Amount of Securities	ship
		Transaction	(Instr. 3, 4 an	d 5)		Beneficially	
	2.	Code				Owned at End	(D)
or Indirect 1. Indirect Beneficial	Transaction	(Instr. 8)		(A)		of Month	
Title of Security Ownership	Date		Amount	or	Price	(Instr. 3	(I)

(Instr. 3) (Instr.4) (Instr. 4	1)	(mm/dd/yy	yy) Code V			(D)		and 4)			
<s> <c> <c></c></c></s>		<c></c>	<c></c>	<c></c>	<c></c>	<c> &lt;(</c>	C>	<c></c>			
Common Stock D			A*			A S					
Preferred A Stock I (1)		08/19/02	Р		300	A S	\$20.70	300			
Preferred A Stock D	-	08/19/02				A 5					
Preferred A Stock D			Р			A S					
Preferred A Stock		08/26/02	Р		100	A S					
Preferred A Stock		08/27/02				A	\$21.4271	6,900	)	D	
<pre></pre>											
ship Form of Deriv- 11. ative Nature	2. Conver- sion or	]	5. Number of Derivative	6.		7. Title and 2 of Underly:		8.	Number of Deriv- ative Secur- ities		
Secur- of ity: In- Direct direct (D) or Bene- 1. In- ficial Title of direct Owner- Derivative (I) ship	Exer- cise 3. Price Trans- of action Deriv- Date ative (Month/	Trans- 2 action 6 Code 6 (Instr.	Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5)	Expiratic (Month/Da	on Date Ly/Year)	C	and 4) of	Deriv- ative Secur-	Bene- ficially Owned at End of Month		

Security Secur- Day/ ----- ----- Exer- tion of (Instr. (Instr. (Instr. (Instr. (Instr. 3) ity Year) Code V (A) (D) cisable Date Title Shares 5) 4) 4) 4) \_\_\_\_\_ <S> <C><C> <C> <C> <C> <C> \_\_\_\_\_ -----\_ \_\_\_\_\_ -----\_ \_\_\_\_\_ \_\_\_\_\_ - -----\_\_\_\_\_ ------\_\_\_\_\_ -----\_\_\_\_\_ \_\_\_\_\_ </TABLE> Explanation of Responses: \* Grant of stock for payment of Director fees. (1) Purchased for spouse's (Ann Mahowald) IRA /S/ Thomas H. Peterson September 10, 2002 ----------Date \*\*Attorney-In-Fact \* \* 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.

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