UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(MARK ONE)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _______________ TO _______________

COMMISSION FILE NUMBER 1-11316

OMEGA HEALTHCARE INVESTORS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND	38-3041398
(STATE OF INCORPORATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

905 W. EISENHOWER CIRCLE, SUITE 110, ANN ARBOR, MI 48103
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(734) 747-9790
(TELEPHONE NUMBER, INCLUDING AREA CODE)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS) AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES X NO ___

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON STOCK AS OF MARCH 31, 1998

COMMON STOCK, $.10 PAR VALUE	19,635,322
(CLASS)	(NUMBER OF SHARES)

OMEGA HEALTHCARE INVESTORS, INC

FORM 10-Q

MARCH 31, 1998

INDEX

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

OMEGA HEALTHCARE INVESTORS, INC

CONDENSED CONSOLIDATED BALANCE SHEETS

(IN THOUSANDS)

<TABLE>
<CAPTION>

	March 31, 1998 (Unaudited)	December 31, 1997 (See Note)
ASSETS		
Real estate properties:		
Land and buildings at cost	$ 658,938	$ 561,054
Less Accumulated Depreciation	(52,838)	(48,147)
Real estate properties - net	606,100	512,907
Mortgage notes receivable	228,621	218,353
	834,721	731,260
Investments in and temporary advances to Principal Healthcare Finance Ltd.	34,063	30,730
Other investments	41,441	29,790
	910,225	791,780
Cash and short-term investments	2,758	500
Goodwill and non-compete agreements - net	5,667	5,981
Other assets	22,767	17,847
TOTAL ASSETS	$ 941,417	$ 816,108
LIABILITIES AND SHAREHOLDERS' EQUITY		
Acquisition line of credit	$ 189,833	$ 58,300
Unsecured borrowings	186,705	186,705
Secured borrowings	22,208	22,261
Subordinated convertible debentures	62,485	62,485
Accrued expenses and other liabilities	13,321	18,136
TOTAL LIABILITIES	474,552	347,887
Preferred Stock	57,500	57,500
Common stock and additional paid-in capital	445,349	441,161
Cumulative net earnings	148,371	136,225
Cumulative dividends paid	(180,311)	

<S> <C> <C>

		(165,824)
Stock option loans	(3,162)	
Unamortized restricted stock awards	(882)	(841)
	---------	-------
TOTAL SHAREHOLDERS' EQUITY	466,865	468,221
	---------	-------
	$ 941,417	$ 816,108
	=========	=========

</TABLE>

Note - The balance sheet at December 31, 1997, has been derived from audited consolidated financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

See notes to condensed consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Unaudited
(In Thousands, Except Per Share Amounts)

<TABLE>
<CAPTION>

	Three months ended March 31	
	1998	1997
	--------	--------
<S>	<C>	<C>
REVENUES		
Rental income	$ 17,281	$ 11,420
Mortgage interest income	7,205	6,999
Other investment income	1,635	1,333
Miscellaneous	147	260
	--------	--------
	26,268	20,012
EXPENSES		
Depreciation and amortization	5,127	3,569
Interest	7,629	5,320
General and administrative	1,365	1,134
	--------	--------
	14,121	10,023
	--------	--------
NET EARNINGS	12,147	9,989
Preferred stock dividends	(1,330)	
	--------	--------
NET EARNINGS AVAILABLE TO COMMON SHAREHOLDERS	$ 10,817	$ 9,989
	========	========
Net earnings per common share, Basic	$ 0.55	$

		0.53
	========	========
Net earnings per common share, Diluted	$ 0.55	$ 0.53
	========	========
Dividends paid per common share	$ 0.670	$ 0.645
	========	========
Weighted average number of common shares outstanding, basic	19,609	18,708
	========	========
Weighted average number of common shares outstanding, diluted	19,709	18,771
	========	========

</TABLE>

See notes to condensed consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Unaudited
(In Thousands)

<TABLE>
<CAPTION>

<S>	Three Months Ended March 31, 1998 <C>	1997 <C>
OPERATING ACTIVITIES		
Net earnings	$12,147	$9,989
Adjustment to reconcile net earnings to cash provided by operating activities:		
Depreciation and amortization	5,127	3,569
Other non-cash charges	112	196
	-------	-------
Funds from operations available for distribution and investment	17,386	13,754
Net change in operating assets and liabilities	(10,300)	(4,838)
	-------	-------
Net cash provided by operating activities	7,086	8,916
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds of acquisition line of credit	131,533	92,425
Proceeds (payments) of long-term borrowings	(52)	3,487
Receipts from Dividend Reinvestment Plan	69	867
Dividends paid	(14,100)	(11,737)
Other	620	(35)
	-------	-------
Net cash provided by financing activities	118,070	85,007
CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of real estate	(98,027)	(78,202)
Placement of mortgage loans	(12,000)	(573)
Fundings of other investments	(11,673)	(10,811)
Advances to Principal Healthcare Finance Limited	(3,333)	(5,425)
Collection of mortgage principal	1,732	462
Other	403	
	-------	-------
Net cash used in investing activities	(122,898)	(94,549)
	-------	-------
Increase (decrease) in cash and short-term investments	$2,258	($626)
	=======	=======

</TABLE>

See notes to condensed consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

<TABLE>
<CAPTION>

<S>	Common Stock Par Value <C>	Additional Paid-in Capital <C>	Preferred Stock <C>	Cumulative Dividends <C>

Balance at January 1, 1998 (19,475 shares)	$ 1,947	$ 439,214	$ 57,500	$ (165,824)
Issuance of common stock:				
Grant of restricted stock (1800 shares) net of provisions charged to operations	1	101		
Dividend Reinvestment Plan (1,762 shares)		80		
Stock options exercised (153,031 shares)	15	3,708		
Acquisition of real estate (7,853 shares)	1	282		
Stock option loans		(3,162)		
Comprehensive income				
Net earnings for 1998				
Common dividends paid ($.67 per share)				(13,157)
Preferred dividends paid ($.578 per share)				(1,330)
Balance at March 31, 1998	$ 1,964	$ 440,223	$ 57,500	$ (180,311)

<CAPTION>

	Cumulative Net Earnings	Other Comprehensive Income	Unamortized Restricted Stock Awards	Total
<S>	<C>	<C>	<C>	<C>
Balance at January 1, 1998 (19,475 shares)	$136,225	$ 0	$ (841)	$ 468,221
Issuance of common stock:				
Grant of restricted stock (1800 shares at $39 per share) net of provisions charged to operations			(41)	61
Dividend Reinvestment Plan (1,762 shares at $39 per share)				80
Stock options exercised (153,031 shares)				3,723
Acquisition of real estate (7,850 shares)				283
Stock Option Loans				(3,162)
Comprehensive income				
Net earnings for 1998	12,146			12,146
Common dividends paid ($.67 per share)				(13,157)
Preferred dividends paid ($.578 per share)				(1,330)
Balance at March 31, 1998	$148,371	$ 0	$(882)	$ 466,865

</TABLE>

OMEGA HEALTHCARE INVESTORS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

MARCH 31, 1998

NOTE A - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements for Omega Healthcare Investors, Inc. (the Company), have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month period ended March 31, 1998, are not necessarily indicative of the results that may be expected for the year ending December 31, 1998. For further information, refer to the financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 1997.

NOTE B - PRINCIPAL HEALTHCARE FINANCE LIMITED AND OMEGA WORLDWIDE, INC.

In 1995 the Company sponsored the organization of Principal Healthcare Finance Limited (Principal), an Isle of Jersey company, whose purpose is to invest in nursing homes and long-term care facilities in the United Kingdom. The Company had invested approximately $7 million for 4,327,500 ordinary shares of Principal and owned approximately 43% of the outstanding ordinary shares at December 31, 1997 together with a (pound)15 million principal amount subordinated debenture due June 30, 2000 and warrants to purchase 10,555,000 ordinary shares. The Company also provided investment advisory and management services to Principal and from time to time had advanced temporary loans to Principal. At December 31, 1997 Principal owned and leased to operators 154 facilities representing approximately 7,200 nursing homes beds in England, Scotland and Northern Ireland for which it had invested approximately (pound)215 million.

In November, 1997, the Company formed a separate company, Omega Worldwide, Inc. (Worldwide) and determined to contribute substantially all of its Principal assets to Worldwide in exchange for approximately 8.5 million shares of Worldwide common stock, reserving in the Company only 990,000 ordinary shares of Principal (approximately 9%). Of the 8,500,000 shares of Worldwide received by the Company, approximately 5,200,000 were distributed on April 2, 1998 to the shareholders of the Company on the basis of one Worldwide share for every 3.77 common shares of the Company held by shareholders of the Company on the record date of February 1, 1998. Of the remaining 3,300,000 shares of Worldwide received by the Company, approximately 1,000,000 shares or approximately 9% of Worldwide are being held by the Company, and the other 2,300,000 shares were sold by the Company on April 3, 1998 for net proceeds of approximately $16,250,000 in a

Secondary offering pursuant to a registration statement of Worldwide. The market value of the distribution to shareholders approximates $39 million or $1.99 per share. The proceeds from the secondary offering and other consideration received by the Company in the exchange will exceed the carrying value of the interests transferred by an amount in the range of $29 million to $34 million. The carrying value of the interests transferred by the Company to Worldwide will exceed the consideration received by an amount in the range of $5 million to $10 million.

NOTE C - FIRST QUARTER REAL ESTATE INVESTMENTS

In January, 1998, the Company purchased five nursing homes containing 628 nursing beds in Florida, Illinois, Pennsylvania and New Hampshire from subsidiaries of Integrated Health Services, Inc (NYSE:IHS) for $44,900,000. The related lease agreement with Lyric Health Care Holdings, Inc., an affiliate of IHS, has an initial term of thirteen years, with two options to renew for thirteen years. Initial rents are $4,490,000 annually.

During February, 1998 the Company completed a Purchase/Leaseback with Lake Park Nursing and Retirement Center, Inc. for one nursing home in Texas with a total of 102 beds for a purchase consideration of approximately $2.4 million. The facility is operated by Senior Care Properties, Inc. The lease provides initial annual rents of approximately $266,253 and an initial annual yield of 10.90%.

On March 13, 1998 the Company placed a $12 million mortgage with Integrated Health Services for two nursing homes in Georgia with a total of 304 beds. The mortgage provides initial annual revenues of approximately $1,152,000. The initial annual yield on the investment is 9.6%.

In March, 1998, the Company purchased five nursing homes containing 734 nursing beds in Florida, Pennsylvania, and Ohio from subsidiaries of Integrated Health Services, Inc. (NYSE:IHS) for a purchase price of $50,500,000. The related lease agreement with Lyric Health Care Holdings II, Inc., has an initial term of thirteen years, with two options to renew for thirteen years. Initial rents are $4,949,000 annually.

NOTE D - ASSET CONCENTRATIONS

As of March 31, 1998, 90.5% of the Company's real estate investments are related to long-term care facilities, 3.4% related to rehabilitation hospitals and 2.7% to medical office facilities. The Company's facilities are located in 28 states and are operated by 29 independent healthcare operating companies. Approximately 67.6% of the Company's real estate investments are operated by seven public companies, including Sun Healthcare Group, Inc. (25.62%), Integrated Health Services, Inc. (13.35%), Advocat Inc. (12.7%), Paragon Health Network, Inc. (6.62%) and 3 other public companies (9.3%). Of the remaining independent operators, none operate investments in facilities representing more than 5.4% of the total real estate investments. The three largest states in which investments are located are Florida (13.4%), Indiana (11.4%) and Texas (7.0%).

In the ordinary course of its business activities, the Company periodically evaluates investment opportunities and extends credit to customers. It also is regularly engaged in lease and loan extensions and modifications and believes its management has the experience and expertise to

deal with such issues as may arise from time to time.

Through two subsidiaries (BritWill I and BritWill II) and an affiliated partnership (BritWill Indiana Partnership) (the "BritWill Entities") Unison

Healthcare Corporation (the "Tenant") currently operates twenty nursing homes representing approximately 2,000 licensed nursing beds with a total Company investment of $43.5 million, or approximately 4.6% of the assets of the Company at March 31, 1998. Fourteen of the facilities are leased in Indiana and Texas and six facilities are subject to a mortgage loan of approximately $9 million. At December 31, 1997 Unison was in default under several provisions of its lease agreement and mortgage notes with the Company, including non-payment of rents and interest totaling $1.5 million. Pursuant to due notice, the Company as of January 2, 1998, terminated the leases with respect to fourteen properties and accelerated the indebtedness with respect to six properties. Subsequently in January 1998, the BritWill Entities filed for protection under the bankruptcy code in order to stay the Company's recovery of possession of the premises.

At January 1, 1998, the Company held cash deposits totaling approximately $3.9 million as security for the performance by the BritWill Entities of their obligations and, in addition, held the guarantee of the Tenant and the personal guarantee of its Chairman of the Board. In January, 1998, the Company applied $1.6 million from the cash deposits held to reduce the mortgage indebtedness and interest due thereunder; the Company continues to hold approximately $2.3 million in liquidity and security deposits.

The Company has vigorously pursued its remedies under various agreements, guarantees and undertakings, has applied to the bankruptcy court for relief from the automatic bankruptcy stay and has also filed an action in Federal court and then refiled in Texas court to enforce the guarantee of the Chairman of the Board of Directors of the Tenant. The company has also requested and been granted an order compelling payment in an amount equal to the monthly rent which would have been payable by the BritWill Entities under the leases. The BritWill Entities have made payments of $362,675 monthly for each month to date in 1998.

Because the Company has been advised by bankruptcy counsel that BritWill Entities lease certain Texas properties from an affiliated partnership to which the automatic stay may be applicable, the Company has suspended its Texas state foreclosure proceedings and its claim under the Tenant's guarantee, pending action by the bankruptcy court to lift the automatic stay.

The Tenant requested that the Company enter into negotiations to reinstate or renew its leases and reinstate the mortgage. While the Company has continued to pursue its legal remedies in bankruptcy and in Texas state courts, it has also begun negotiations with the Tenant and the holders of the Tenant's senior and subordinated bonds. Such negotiations are in a preliminary stage and no assurance can be given that such negotiations will achieve a result satisfactory to the Company. The Company believes that there will be no material adverse effect on its financial condition or results of operations as a result of the bankruptcy and expects that it will either recover possession of its assets in order to lease them to others or will come to agreement with respect to their continued operation by the Tenant. However, there can be no assurance that further adverse financial developments with the tenant or in the bankruptcy proceeding will not occur.

NOTE E - PREFERRED STOCK

On April 28, 1998, the Company issued 2 million shares of 8.625% Series B Cumulative Preferred Stock ("Preferred Stock") at $25 per share. Dividends on the Preferred Stock are cumulative from the date of original issue and are payable quarterly commencing on August 15, 1998. On April 7, 1997, the Company issued 2.3 million shares of 9.25% Series A Cumulative Preferred Stock at $25 per share. Dividends on the Series A Preferred Stock are cumulative from the date of original issue and are payable quarterly.

NOTE F - NET EARNINGS PER SHARE

Net earnings per share is computed based on the weighted average number of common shares outstanding during the respective periods. Per share amounts for prior periods have been restated as required by the Financial Accounting Standards Board Statement No. 128. Among the changes stemming from the new pronouncement is a requirement to present both basic and diluted per share amounts. Diluted earnings per share amounts reflect the dilutive effect of stock options (99,683 shares and 62,472 shares for 1998 and 1997, respectively).

NOTE G - SUBSEQUENT EVENTS

During April, 1998 approximately $ 13.5 million of subordinated convertible debentures were converted at a conversion price of $26.962 per share for a total of 501,809 shares. In connection with the formation and distribution of the shares of Omega Worldwide, Inc. as of April 2, 1998 the conversion price was reduced in accordance with the Indenture from $28.625 per share.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

"Safe Harbor" Statements Under the United States Private Securities Litigation Reform Act of 1995. Statements contained in this document that are not based on historical fact are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements regarding the Company's future development activities, the future condition and expansion of the Company's markets, the Company's ability to meet its liquidity requirements and the Company's growth strategies, as well as other statements which may be identified by the use of forward-looking terminology such as "may," "will," "expect," "estimate," "anticipate," "continue," or similar terms, variations of those terms or the negative of those terms. Statements that are not historical facts contained in Management's Discussion and Analysis are forward-looking statements that involve risks and uncertainties that could cause actual results to differ from projected results. Some of the factors that could cause actual results to differ materially include: The financial strength of the operators of the Company's facilities

as it affects their continuing ability to meet their obligations to the Company under the terms of the Company's agreements with such operators; changes in the reimbursement levels under the Medicare and Medicaid programs; operators' continued eligibility to participate in the Medicare and Medicaid programs; changes in reimbursement by other third party payors; occupancy levels at the Company's facilities; the availability and cost of capital; the strength and financial resources of the Company's competitors; the Company's ability to make additional real estate investments at attractive yields and changes in tax laws and regulations affecting real estate investment trusts.

Following is a discussion of the consolidated financial condition and results of operations of the Company, which should be read in conjunction with the consolidated financial statements and accompanying notes.

RESULTS OF OPERATIONS

Revenues for the three-month period ending March 31, 1998 totaled $26.3 million an increase of $6.3 million over the period ending March 31, 1997. The 1998 revenue growth stems primarily from additional real estate investments of approximately $216.6 million during the twelve-month period ending March 31, 1998. Total real estate investments of $ 888 million as of March 31, 1998 have an average annualized yield of approximately 11.71%.

Expenses for the three-months ended March 31, 1998 totaled $14.1 million, an increase of $4.1 million over expenses for 1997. The provision for depreciation and amortization for the three-month period ended March 31, 1998 totaled $5,127,000, increasing $1,558,000, over the same periods in 1997 as a result of additional real estate investments.

Interest expense for the three-month period ended March 31, 1998 was $7.6 million, compared with $5.3 million for the same period in 1997. The increase in 1998 is primarily due to higher average outstanding borrowings during the 1997 period, offset partially by slightly lower interest rates.

General and administrative expenses for the three-month period ended March 31, 1998 totaled approximately $1,365,000. These expenses for the three-month period were approximately 5.2% of revenues, as compared to 5.7% of revenues for the 1997 three-month period.

Net earnings available to common shareholders were $10,817,000 for the three-month period, an increase of approximately $828,000 over the 1997 period. The increase stems from the various factors mentioned above, offset partially by the payment of preferred stock dividends in the first quarter of 1998. Net earnings per common share increased 3.8% to $.55 for the three-month period.

Funds from Operations ("FFO") totaled $16.1 million for the three-month period ending March 31, 1998, representing an increase of approximately $2.3 million over the same period in 1997. FFO is net earnings available to common shareholders, excluding any gains or losses from debt restructuring and sales of property, plus depreciation and amortization associated with real

estate investments and charges to earnings for non-cash common stock based compensation.

At all times, the Company intends to make and manage its investments (including the sale or disposition of property or other investments) and to operate in such a manner as to be consistent with the requirements of the Internal Revenue Code of 1986, as amended (or regulations thereunder) to qualify as a REIT, unless because of changes in circumstance or changes in the Code (or regulations thereunder), the Board of Directors determines that it is no longer in the best interests of the Company to qualify as a REIT. As such, it generally will not pay federal income taxes on the portion of its income which is distributed to shareholders.

LIQUIDITY AND CAPITAL RESOURCES

In April, 1998, the Company received approximately $17,250,000 gross proceeds from the sale of shares of Worldwide (see Note B to the financial statements). It also raised approximately $48 million from proceeds of the issuance of Series B Preferred Stock (see Note E to the financial statements).

The Company continually seeks new investments in healthcare real estate properties, primarily long-term care facilities, with the objective of profitable growth and further diversification of the investment portfolio. Permanent financing for future investments is expected to be provided through a combination of both private placement and public offerings of debt and/or equity securities. Management believes the Company's liquidity and various sources of available capital are adequate to finance operations, fund future investments in additional facilities, and meet debt service requirements.

The Company has demonstrated a strong capacity to access the capital markets by raising more than the $1 billion in capital since it was organized in 1992. The Company raised more than $500 million in equity, including $130 from the initial public offering in 1992, $73 million from a follow-on common stock offering in 1994, $165 million from the Health Equity Properties acquisition in 1994 and three additional offerings, the latest represented by the offering of preferred stock completed in April 1998. Additionally, over $600 million of debt capital has been raised, some of which has been used to retire secured borrowings with higher interest rates. In 1996, the Company completed a placement of $95 million of 8.5% Convertible Subordinated Debentures due 2001, and executed an agreement to increase it current bank line of credit facility by $50 million and to extend the term of the revolving credit agreement to July 1999. In August 1997 the Company completed a $100 million 10-year senior note offering priced to yield 6.99%. In September 1997 the Company completed the second amended and restated loan agreement. The new agreement provides for total permitted borrowings of up to $200 million, reduces interest rates on borrowings, and extends the term of the agreement to September 2000.

As of March 31, 1998, the Company has total assets of $941 million, shareholders' equity of $467 million, and long-term borrowings of $271 million, representing 29% of the total capitalization. The Company anticipates eventually attaining and then expects to generally maintain a long-term debt-to-capitalization ratio of approximately 40%. At March 31, 1998, the

Company had available permitted borrowings of $10,167,000 under its revolving line of credit arrangement.

In February 1997, the Company filed a Form S-4 shelf registration statement with the Securities and Exchange Commission registering common stock totaling $100 million to be issued in connection with future property acquisitions. Additionally, on August 29, 1997 the Company filed a Form S-3 registration statement with the Securities and Exchange Commission permitting the issuance of up to $200 million related to common stock, unspecified debt, preferred stock and convertible securities.

The Company distributes a large portion of the cash available from operations. Cash dividends paid totaled $0.67 per share for the three-month period ending March 31, 1998 compared with $0.645 per share for the same period in 1997. The current $.67 per quarter rate represents an annualized rate of $2.68 per share. Omega's Board of Directors has declared a regular quarterly dividend of $.67 per share to be paid May 15, 1998 to common shareholders of record on April 30, 1998. Additionally, a regular quarterly preferred stock dividend of $.578 per share was declared payable on May 15, 1998 to Series A (9.25%) Cumulative Preferred shareholders of record on April 30, 1998.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(A) THE COMPANY'S ANNUAL MEETING OF SHAREHOLDERS WAS HELD ON MAY 7, 1998.

(B) THE FOLLOWING DIRECTORS WERE RE-ELECTED AT THE MEETING FOR A THREE-YEAR TERM:

Edward Lowenthal
Robert L. Parker

The following Directors were not elected at the meeting but their term of office continued after the meeting:

Essel W. Bailey, Jr.
Martha A. Darling
James E. Eden
Thomas F. Franke
Harold J. Kloosterman
Bernard J. Korman

(C) IN ADDITION TO THE ELECTION OF DIRECTORS, STOCKHOLDERS WERE REQUESTED TO VOTE ON THE APPROVAL OF THE COMPANY'S 1993 STOCK OPTION AND RESTRICTED STOCK PLAN AS AMENDED AND RESTATED. THE RESULTS OF THE VOTING ON THE TWO ISSUES WERE AS FOLLOWS:

<TABLE>
<CAPTION>

	Election of Directors		Appoval of 1993 Stock Option and Restricted Stock Plan as amended and restated
Manner of Vote Cast	Edward Lowenthal	Robert Parker	
<S>	<C>	<C>	<C>
For	17,953,587	17,933,639	16,379,230
Withheld	130,338	150,286	
Against			1,520,130
Abstenstions and			184,565

broker nonvotes
</TABLE>

(D) NOT APPLICABLE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) EXHIBITS - THE FOLLOWING EXHIBITS ARE FILED HEREWITH:

EXHIBIT	DESCRIPTION
27	Financial Data Schedule

(B) REPORTS ON FORM 8-K:

The following reports on Form 8-K were filed since December 31, 1997:

Form 8-K dated April 15, 1998: Report with the following exhibits:

Press Release dated April 2, 1998

Pro Forma Consolidated Statement of Operations Year Ended December 31, 1997

Form 8-K dated April 27, 1998: Report with the following exhibits:

Underwriting Agreement

Omega Healthcare Investors, Inc. Articles Supplementary

Tax Opinion from Argue Pearson Harbison & Myers LLP

Form 8-K dated April 30, 1998: Report with the following exhibits:

First Amendment of Purchase Agreement, Master Lease Agreement, Facility Leases and Guaranty between Delta Investors I, LLC and Sun Healthcare Group, Inc.

First Amendment of Purchase Agreement, Master Lease Agreement, Facility Leases and Guaranty between Delta Investors II, LLC and Sun Healthcare Group, Inc.

Pro Forma Consolidated Statements of Operations for the Year Ended December 31, 1997

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.
Registrant

Date: May 15, 1998 By: /s/ ESSEL W. BAILEY, JR.

Essel W. Bailey, Jr.
President

Date: May 15, 1998 By: /s/ DAVID A. STOVER

David A. Stover
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
27	FINANCIAL DATA SCHEDULE

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