<Table> <Caption> UNITED STATES SECURITIES AND EXCHANGE COMMISSION _____ WASHINGTON, D.C. 20549 FORM 5 OMB APPROVAL - -----/ / CHECK BOX IF NO LONGER ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB NUMBER: 3235-0362 SUBJECT TO SECTION 16. EXPIRES: JANUARY 31, 2005 FORM 4 OR FORM 5 OBLI- Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ESTIMATED AVERAGE BURDEN GATIONS MAY CONTINUE. Section 17(a) of the Public Utility Holding Company Act of 1935 or HOURS PER RESPONSE 1.0 SEE INSTRUCTION 1(b). Section 30(h) of the Investment Company Act of 1940 ______ / / FORM 3 HOLDINGS REPORTED / / FORM 4 TRANSACTIONS REPORTED <S><C> 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
McNamara Donald J. Omega Healthcare Investors, Inc. (NYSE:OHI) X Director 10% Owner ____ _ -----Officer (give ** Other (First) (Middle) (Last) 3. IRS Identification 4. Statement for --- title below) --(specify Number of Reporting Month/Year helow) Person, if an entity 4200 Texas Commerce Tower West, 2200 Ross Avenue (voluntary) February 11, 2003 5. If Amendment, (Street) 7. Individual or Joint/Group Reporting Date of Original (check applicable line) (Month/Year) X Form Filed by One Dallas 75201 Reporting Person (City) (State) (Zip) Form Filed by More than One Reporting Person TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED 1. Title of 2. Trans- 2A. Deemed 3. Trans-4. Securities Acquired (A) or 5. Amount of 6. Owner- 7. Nature of Disposed of (D) Security action Execution action Securities ship Indirect Date, if Code (Instr. 3) Date (Instr. 3, 4 and 5) Beneficially Form: Beneficial any (Instr. 8) Owned at Direct Ownership (Month/ (Month/ end of (D) or (Instr. 4) Day/ Day/ ----- Issuer's Indirect Amount (A) or Price Fiscal Year Year) Year) (I) (D) (Instr. 3 (Instr. 4)

G

12/26/02

Common Stock

1,368

D

N/A

and 4)

165,333

*If the form is filed by mo:	re than on	e repor	rtina pers	son. SEE In	striid	rtion 4(b)(v				
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Reminder: Report on a separa										

 ate line f | or each | n class of | f securitie | s bei | neficially on | vned direc | tly or indire | ctly | . · || | | | | | | | | | | |
FORM 5 (CONTINUED)						ED, DISPOSED OPTIONS, CON		NEFICIALLY OW ECURITIES)	NED	
1. Title of 2. Derivative Security	Conver- sion of	3. Tra	ans- 3A. Lion	. Deemed Execution		Frans- 5 action	. Number o Derivati		6.	Date Exer- cisable
and (Instr. 3)	Exercise Price of		onth/	Date, if any		Code (Instr. 8)	Securiti quired (A) or		Expiration Date
(Month/Day/	Deriv-	Day	7/	(Month/			Disposed	OI		
(ative Security	Yea	ar)	Day/Year)			(D) (Instr.	3, 4, and 5)		Year)
Expir-							(A)	(D)		Date
ation										Exer-
Date										cisable
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Caption>						
Title and Amount of Underlying Securities (Instr. 3 and 4)		Price of Derivative Security (Instr. 5)			11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Amour Title Numbe Share	er of					
xplanation of Responses:						
		J. McNAMARA	2/11/03			

/s/ DONALD J. McNAMARA 2/11/03 **Signature of Reporting Person

**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.

Page 2