
OMB APPROVAL

OMB Number

Expires:
Estimated average burden

hours per response 1.0

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	Section 17(a) of the		lding	es Exchange Act of 1934, Company Act of 1935 or any Act of 1940	
[_]	Check box if no longer may continue. See Inst	_	on 16.	Form 4 or Form 5 obligations	
[_]	Form 3 Holdings Report	ed			
[_]	Form 4 Transactions Re	ported			
1.	Name and Address of Re	porting Person*			
Stov	er	David		Α.	
	Last)	 (First)		(Middle)	
900	Victors Way, Suite 350				
		(Street)			
Ann	Arbor	MI		48108	
	 City)	(State)		(Zip)	
2.	Issuer Name and Ticker	or Trading Symbol			
Omeg	a Healthcare Investors,	Inc. (OHI)			
3.	IRS Identification Num	ber of Reporting F	erson,	if an Entity (Voluntary)	
4.	Statement for Month/Ye	ar			
12/9	9				
5.	If Amendment, Date of	Original (Month/Ye	ear)		
6.	Relationship of Report (Check all applicable)	ing Person to Issu	ıer		
	[] Director [x] Officer (give tit	le below)	[_]	10% Owner Other (specify below)	
Vice	President and Chief Fi	nancial Officer			
7.	Individual or Joint/Gr (Check applicable line				
	_	Reporting Person e than one Reporti	ng Per	son	-

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

<caption></caption>			4.			5. Amount of	6.
Owner-			Securities Ac		A) or	Securities Beneficially	ship
Form: 7.			(Instr. 3, 4			Owned at End	
Direct Nature of	2.	3.		·		of Issuer's	(D)
or Indirect 1. Indirect Beneficial	Transaction	Transaction		(A)		Fiscal Year	
Title of Security	Date	Code	Amount	or	Price	(Instr. 3	(I)
Ownership (Instr. 3) (Instr.4) (Instr. 4)	(mm/dd/yy)			(D)		and 4)	
<s> <c></c></s>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
Common D**	8/13/99		1,294.274				
Common D**	11/15/99	Α*		А	\$17.3970	39,603.003	
Common ***	8/13/99	А*	30.436	А	\$19.8910		I
Common		A*	36.024	А	\$17.3970		

** Includes shares held jointly with wife.

*** Owned directly by spouse.

_ ------______

- ------

</TABLE>

If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Form 5-07/98)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE> <CAPTION>

10.												Number
Owner-												of
hip		2										
f		2.			_							Deriv-
eriv-	11.	Conver-			5.				7.			ative
tive	Nature	sion			Number	of			Title and	Amount		Secur-
ecur-	of	or			Deriva	itive	6.		of Underl	ying	8.	ities
ty:	In-	Exer-			Securi	ties	Date		Securitie	S	Price	Bene-
irect	direct	cise	3.		Acquir	ed (A)	Exercisa	ble and	(Instr. 3	and 4)	of	ficiall
		Price	Trans-	4.	or Dis	posed	Expirati	on Date			Deriv-	Owned
D) or •	Bene-	of	action	Trans-	of (D)		(Month/D	ay/Year)		Amount	ative	at End
n- itle of	ficial	Deriv-	Date	action	(Instr	. 3,				or	Secur-	of
irect erivati	Owner-	ative	(Month/	Code	4 and	5)	Date	Expira-		Number	ity	Year
I) ecurity	ship	Secur-	Day/	(Instr.			Exer-	tion		of	(Instr.	(Instr.
_	(Instr.	ity	Year)	8)	(A)	(D)	cisable	Date	Title	Shares	5)	4)
	<c></c>		<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
 ption Right t	o Buy)		12/30/99	D*		32,298		*	Common	32,298		0
ption Right t			12/30/99			2,702		*	Common	2 , 702		0
 ption Right t	o Buy)		12/30/99	D*		20,078	*	*	Common	20 , 078		0
 ption	o Buy)		12/30/99			2 , 075		*	Common	2 , 075		0
ption Right t			12/30/99	D*		24,188	*	*	Common	24 , 188		0
			12/30/99	D*		3 , 312	*	*	Common	3,312		0
ption Right t 	o Buy)											

</TABLE>

Explanation of Responses:

* In exchange for a payment of \$7,561.83, representing \$.06 per option share as to the \$34.7948 grant and \$.11 per option share for the \$30.2103 and \$30.1875 grants, the expiration date of outstanding options was accelerated to December 2, 1999.

/s/ David A. Stover

**Signature of Reporting Person

1/28/00

1,20,00

 ** 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