OMB APPROVAL

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Estimated average burden hours per response 0.5

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| Filed pu | ırsuant † | to Sec | tion | 16(a) | of t | he | Secur | rities | Exchange | e Act | of | 1934, |
|----------|-----------|---------|-------|--------|--------|------|-------|---------|----------|--------|----|-------|
| Sectio | n 17(a) | of th | e Pub | lic Ut | ility | Hol | ding | Company | Act of | 1935 c | r | |
| | Section | on 30 (| f) of | the I | Invest | ment | Comp | any Act | of 1940 |) | | |

| [_] Check box if no longer may continue. See Instr | subject of Secti | on 16. | Form 4 or Fo | orm 5 obligations |
|--|---|--------|---------------------------|-------------------|
| 1. Name and Address of Rep | oorting Person* | | | |
| Greer | Henry | | н. | |
| (Last) | (First) | | (Middle) |) |
| 900 Victors Way, Suite 350 | | | | |
| | (Street) | | | |
| Ann Arbor | MI | | 48108 | |
| (City) | (State) | | (Zip) | |
| 2. Issuer Name and Ticker | or Trading Symbol | | | |
| Omega Healthcare Investors, | Inc. (OHI) | | | |
| 3. IRS Identification Numb | er of Reporting P | erson, | if an Entity | y (Voluntary) |
| 4. Statement for Month/Yea January, 2000 | ır | | | |
| 5. If Amendment, Date of C | riginal (Month/Ye | ar) | | |
| 6. Relationship of Reporti (Check all applicable) | eneeneeneeneeneeneeneeneeneeneeneeneene | er | ======= | |
| <pre>[x] Director [] Officer (give titl</pre> | e below) | [_] | 10% Owner Other (spec: | ify below) |
| 7. Individual or Joint/Group | Filing (Check ap | plicab | le line) | |
| [x] Form filed by one Reporting Person | Reporting Perso | n [_] | Form filed | by more than one |
| | | .====- | | |
| Table I Non-De | erivative Securiti or Beneficially | | uired, Dispos | sed of, |
| <table></table> | | =: | == | _ |

6.

5.

| Form: | 7. | | 3. | נע | sposed of | (D) | | Securities | | | |
|---|--------------------------------------|--------------------------|--------------|----------|---------------------|-----------|-------------|---------------------------------|---------|--|--|
| Direct Nature of | | | Transac | tion (1 | (Instr. 3, 4 and 5) | | | Beneficially | | | |
| or In 1. Indirect Title of Ownershi | direct Beneficial Security p | Date | Code (Instr. | 8) | Amount | (A) | | Owned at End of Month (Instr. 3 | (D) | | |
| |) (Instr. 4) | (mm/dd/yy) | Code | V | | (D) | | and 4) | | | |
| | | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | <c></c> | | |
| <c></c> | | | | | | | | | | | |
| | | 01/20/2000 | A* | V | 300 | A | \$9.9375 | 900 | D | | |
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| | | | | | | | | | | | |
| *Common | stock acquired repr ed Stock Plan | esents 300 shares of res | tricted : | stock gr | canted unde | r the Com | npany's Sto | ck Option and | | | |
| | | | | | | | | | | | |
| | ares vest on July 2 | 0, 2000. | | | | | | | | | |
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 | y more than one Reporti | ng Pers | on, see | e Instruct: | ion | | | || Reminder | : Report on a separ owned directly or | rate line for each class indirectly. | of secur | ities be | eneficially | | | | |
| | | (Print or Type Response | s) | | (Ove | er) | | | |
| (Form 4- | 07/98) | | | | | | | | |
| FORM 4 (| continued) | | | | | | | | |
| Table | | Securities Acquired, calls, warrants, option | _ | | | lly | | | |
| ====== |
| 10. | | | | | | | | 2 | |
| Owner- | | | | | | | | 9. | or |
| ship | | | | | | | | Numb | er. |
Deriv-

of

Form

2.

| | | Conver- | | | | 5. | | | | 7. | | | ative |
|----------------------------|---------|---------|---------|--------------|----|---------|---------|----------|----------|-----------|---------|---------|----------|
| Deriv- | 11. | sion | | | | Number | of | | | Title and | Amount | | Secur- |
| ative | Nature | or | | | | Deriva | tive | 6. | | of Underl | vina | 8. | ities |
| Secur- | of | Exer- | | 4. | | Securi | | Date | | Securitie | | Price | Bene- |
| ity: | In- | | 2 | | | | | | 1. 1 1 | | | | |
| Direct | direct | cise | 3. | Trans- | | _ | ed (A) | Exercisa | | (Instr. 3 | | | ficially |
| (D) or | Bene- | Price | Trans- | action | | or Dis | posed | Expirati | | | | Deriv- | Owned |
| 1. In- | ficial | of | action | Code | | of(D) | | (Month/D | ay/Year) | | Amount | ative | at End |
| Title of direct | Owner- | Deriv- | Date | (Instr | | (Instr | . 3, | | | | or | Secur- | of |
| Derivati | | ative | (Month/ | 8) | | 4 and | 5) | Date | Expira- | | Number | ity | Month |
| (I) Security | _ | Secur- | Day/ | | | | | Exer- | tion | | of | (Instr. | (Instr. |
| (Instr. (Instr. : 4) | | ity | Year) | Code V | - | (A) | (D) | cisable | Date | Title | Shares | 5) | 4) |
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| Options | | | | | | | | | | | | | 11,000 |
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/s/ Henry H. Greer February 10, 2000

**Signature of Reporting Person Date

 $\ensuremath{^{\star\star}}$ 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.