OMB APPROVAL

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[_] Check box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Darling	Martha	A.
(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 Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January, 2000

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

[x] Director [_] 10% Owner
[ ] Officer (give title below) [_] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

[x] Form filed by one Reporting Person [_] Form filed by more than one Reporting Person

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

<TABLE>
<CAPTION>

	3.	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities	6. Owner-ship

Form: 7.

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	V	4. (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	5. Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/20/2000	A*	V	300	A	$9.9375	900	D	

*Common stock acquired represents 300 shares of restricted stock granted under the Company's Stock Option and Restricted Stock Plan

which shares vest on July 20, 2000.

</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.

(Print or Type Responses)

(Over)

(Form 4-07/98)

FORM 4 (continued)

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

<TABLE>
<CAPTION>

10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or

11. Nature of In- direct Bene-

1.

2. Conver- sion or Exer- cise Price of

3. Trans- action

4. Trans- action Code

5. Number of Derivative Securities Acquired (A) or Disposed of(D)

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount

8. Price of Deriv- ative

9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End

In-   ficial
Title of   Deriv-   Date   (Instr. (Instr. 3,   ----------------   or   Secur-   of
direct   Owner-
Derivative   ative   (Month/ 8)   4 and 5)   Date   Expira-   Number ity   Month
(I)   ship
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>   <C>   <C>   <C>   <C>   <C>   <C>
<C>   <C>

Options (right
to buy)   11,000
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</TABLE>
Explanation of Responses:

/s/ Martha A. Darling   February 10, 2000
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**Signature of Reporting Person   Date

** 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.