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

FORM 5

ANNUAL 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 to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

| | | |
|---|---------|----------|
| Decker | Daniel | A. |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |
| 4200 Texas Commerce Tower West, 2200 Ross Avenue | | |
| ----- | | |
| (Street) | | |
| Dallas | TX | 75201 |
| ----- | ----- | ----- |
| (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

12/00

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

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

| | |
|---|--|
| <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |

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

| |
|--|
| <input checked="" type="checkbox"/> Form filed by one Reporting Person |
| <input type="checkbox"/> Form filed by more than one Reporting Person |

<TABLE>
<CAPTION>

| Owner- Form: Direct or 1. Indirect Title of Security Ownership (Instr. 3) (Instr. 4) | 7. Nature of Indirect Beneficial (Instr. 3) (Instr. 4) | 2. Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. ship (D) (I) |
|---|---|---|---|--|--|--------------------------|
| <S> <C> | | <C> | <C> | <C> | <C> | <C> |
| No securities owned | | | | | | |

</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>

| Owner- ship of Deriv- ative Secur- ity: | 11. Nature of In- | 2. Conver- sion or Exer- | 5. Number of Derivative Securities | 6. Date | 7. Title and Amount of Underlying Securities | 8. Price | 9. Number of Deriv- ative Secur- ities Bene- |
|---|----------------------------|--------------------------------------|---|------------|---|-------------|---|
|---|----------------------------|--------------------------------------|---|------------|---|-------------|---|

| Direct (D) or In-Title of direct Derivative (I) Security (Instr. 3) 4) | direct Bene- ficial Owner- ship (Instr. 4) | cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- | Exercisable and Expiration Date (Month/Day/Year) ----- | (Instr. 3 and 4) ----- | of Deriv- ative Secur- ity (Instr. 5) | fi- cially Owned at End of Year (Instr. 4) |
|--|--|---------------------------------------|--|----------------------------------|---|--|------------------------|---------------------------------------|--|
|--|--|---------------------------------------|--|----------------------------------|---|--|------------------------|---------------------------------------|--|

| | | | | | | | | | |
|--------------------------|-----|--------|---------|------|-----|--|--------|--------|---------------|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| Options (right to buy) D | | \$6.25 | 7/17/00 | A3** | A | 3,333 on 7/17/11 | Common | 10,000 | \$6.25 10,000 |
| | | | | | | 07/17/01; 3,333 on 07/17/02; 3,334 on 07/17/03 | Stock | | |

| | | | | | | | | | |
|--------------------------|--|----------|----------|----|---|--|--------|-------|-----------------|
| Options (right to buy) D | | \$3.8125 | 01/01/01 | A4 | A | 333 on 1/1/12 | Common | 1,000 | \$3.8125 11,000 |
| | | | | | | 01/01/02; 333 on 01/01/03; 334 on 01/01/04 | Stock | | |

| | | | | | | | | | |
|--|--|--------|----------|----|---|----------|-----|--------|---------------------|
| Series C 1,000,000 D Preferred Stock *** | | \$6.25 | 07/17/00 | A3 | A | 07/17/00 | n/a | Common | 16,000,000 \$100.00 |
| | | | | | | | | Stock | |

</TABLE>

Explanation of Responses:

** - Mr. Decker was granted 10,000 options upon the effective date of his appointment to the Board of Directors.

*** - Mr. Decker disclaims beneficial ownership of the Series C Preferred Stock, which he is deemed beneficial owner because of his membership interest in The Hampstead Group, L.L.C, which holds the ultimate controlling interest in Explorer Holdings, L.P.

/s/ Daniel A. Decker

February 14, 2001

**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.