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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*

McNamara Donald J.

(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

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

12/00

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned
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Direct (D) or In-Title of direct Derivative (I) Security (Instr. 3) 4)	direct Bene- ficial Owner- ship (Instr. 4)	Price of Deriv- ative Secur- ity	Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4 and 5) (A) (D)	Expiration Date (Month/Day/Year) ----- Date Expira- tion	-----	Deriv- ative Secur- ity (Instr. 5)	Owned at End of Year (Instr. 4)
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<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Options (right to buy)		\$6.25	10/17/00	A3**	A	3,333 on 7/17/11	Common	10,000	\$6.25 10,000

10/17/01;
3,333 on
10/17/02;
3,334 on
10/17/03

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
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Explanation of Responses:

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

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

/s/ Donald J. McNamara

March 9, 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.