

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*

O'Donovan DeAnn  
-----  
(Last) (First) (Middle)  
900 Victors Way, Ste. 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  
November, 2001

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

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

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

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

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>

Owner-	1.	2.	3.	4.	5.	6.
Form:	7.			Securities Acquired (A) or Disposed of (D)	Amount of Securities	ship
Direct	Nature of		Transaction	(Instr. 3, 4 and 5)	Beneficially	
or	Indirect		Code	-----	Owned at End	(D)
1.		Transaction	(Instr. 8)	(A)	of Month	
Indirect	Beneficial					

Title of Security Ownership (Instr. 3) (Instr.4) (Instr. 4)	Date (mm/dd/yy)	----- Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(I)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock	11/8/01	S		1,509	D	\$3.41	268.884	D

</TABLE>

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

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

(Print or Type Response)

(Over)

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	11. Nature of In-direct	2. Conver-sion or Exer-cise	3. Trans-	4. Secur-ities Acquired (A)	5. Number of Derivative Securities	6. Date Exercisable and	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of	9. Number of Deriv-ative Secur-ities Bene-ficially
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(D) or 1. In- Title of direct Derivative (I) Security (Instr. (Instr. 3) 4)	Bene- ficial Owner- ship (Instr. 4)	Price of Deriv- ative Secur- ity	Trans- action Date (Month/ Day/ Year)	action Code (Instr. 8) ----- Code V	or of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	----- Amount or Number of Shares	Deriv- ative Secur- ity (Instr. 5)	Owned at End of Month (Instr. 4)
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<S> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C> <C>

<C> <C>

</TABLE>

Explanation of Responses:

/s/ DEANN O'DONOVAN

December 5, 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.