

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*

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. (NYSE: 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)

August 2002

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

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		Date	-----	Amount or Price	(Instr. 3	(I)
Ownership						

(Instr. 3) (Instr.4) (Instr. 4)	(mm/dd/yy)	Code	V	(D)	and 4)
<S> <C>	<C>	<C>	<C>	<C>	<C>
Common Stock	08/15/02	A	V	426	A(1) \$5.87
Common Stock I(2) (2)	08/26/02	P		5,000	A \$5.52
Common Stock I(2) (2)	08/27/02	P		370	A \$5.60
Common Stock I(2) (2)	08/27/02	P		100	A \$5.64 12,919,937
Common Stock	08/28/02	P		270	A \$5.43
Common Stock	08/28/02	P		700	A \$5.50 166,120
Preferred A Stock	08/26/02	P		900	A \$21.19
Preferred A Stock	08/28/02	P		200	A \$21.15
Preferred A Stock	08/28/02	P		100	A \$21.20 4,000
Preferred B Stock	08/26/02	P		1,000	A \$20.10
Preferred B Stock	08/27/02	P		200	A \$20.15
Preferred B Stock	08/27/02	P		2,800	A \$20.00
Preferred B Stock	08/27/02	P		1,200	A \$20.30
Preferred B Stock	08/28/02	P		59	A \$20.00
Preferred B Stock	08/28/02	P		400	A \$20.25 9,959

</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

9.

Number

of

