

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this 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 * <u>LOWENTHAL EDWARD</u> (Last) (First) (Middle) <u>13 ACKERMAN ROAD</u> (Street) <u>SADDLE RIVER NJ 07458</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>OMEGA HEALTHCARE INVESTORS INC [OHI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/20/2003</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. 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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/20/2003 | | M | | 1,000 | A | \$5.6875 | 21,371 | D | |
| Common Stock | 10/20/2003 | | M | | 666 | A | \$3.8125 | 22,037 | D | |
| Common Stock | 10/20/2003 | | M | | 333 | A | \$6.02 | 22,370 | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (Right to Buy) | \$5.6875 | 10/20/2003 | | M | | 1,000 | | 10/17/2001 ⁽¹⁾ | 10/17/2010 | Common Stock | 1,000 | \$0 | 10,001 | D | |
| Stock Option (Right to Buy) | \$3.8125 | 10/20/2003 | | M | | 666 | | 01/01/2002 ⁽²⁾ | 01/01/2011 | Common Stock | 666 | \$0 | 9,335 | D | |
| Stock Option (Right to Buy) | \$6.02 | 10/20/2003 | | M | | 333 | | 01/01/2003 ⁽³⁾ | 01/01/2012 | Common Stock | 333 | \$0 | 9,002 | D | |

Explanation of Responses:

- These options were granted on October 17, 2000 by the Issuer to the Reporting Person and vested in three equal installments on October 17, 2001, October 17, 2002 and October 17, 2003.
- These options were part of a previously reported grant of 1,000 shares on January 1, 2001 by the Issuer to the Reporting Person of which one-third vested on January 1, 2002 and one-third vested on January 1, 2003.
- These options were part of a previously reported grant of 1,000 shares on January 1, 2002 by the Issuer to the Reporting Person of which one-third vested on January 1, 2003.

Remarks:

Thomas Peterson, Attorney-In-Fact 10/20/2003

** Signature of Reporting Person Date

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).

** 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 is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.