

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person * <u>PICKETT C TAYLOR</u> (Last) (First) (Middle) <u>9690 DEERCO ROAD</u> <u>SUITE 100</u> (Street) <u>TIMONIUM MD 21093</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>01/27/2004</u>	

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	01/23/2004		M		82,873	A	\$2.32	389,222	D	
Common Stock	01/23/2004		M		6,036	A	\$3.17	389,222	D	
Common Stock	01/23/2004		F		10,015 ⁽¹⁾	D	\$10.07	389,222 ⁽⁴⁾	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
Employee Stock Option (Right to Buy)	\$2.32	01/23/2004		M		82,873		01/12/2004 ⁽²⁾	06/12/2011	Common Stock	82,873	\$0	618,849	D	
Employee Stock Option (Right to Buy)	\$3.17	01/23/2004		M		6,036		12/25/2003 ⁽³⁾	10/25/2011	Common Stock	6,036	\$0	618,849	D	

Explanation of Responses:

- Represents the aggregate of 4,912 shares held by the person for more than six months prior to the exercise of the option and delivered as payment of the exercise price and 5,103 shares otherwise issuable pursuant to the exercise of the option withheld as payment of the reporting person's tax liability in connection with the option.
- These options were part of a previously reported grant of 627,587 shares on June 12, 2001 by the Issuer to the Reporting Person of which one-half vested on June 12, 2003 with the balance vesting in equal monthly amounts through June 12, 2005.
- These options were part of a previously reported grant of 320,000 shares on October 25, 2001 by the Issuer to the Reporting Person of which one-half vested on October 25, 2003 with the balance vesting in equal monthly amounts through October 25, 2005.
- This amended Form 4 corrects a clerical error in the number of beneficial shares owned previously disclosed in the Form 4 filed on 01/27/04.

Remarks:

Thomas Peterson, Attorney-In-Fact 01/29/2004

** 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.