

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 * <b>BOOTH DANIEL J</b>  (Last) (First) (Middle) <b>30 HICKORY MEADOW ROAD</b>  (Street) <b>COCKEYSVILLE MD 21030</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OMEGA HEALTHCARE INVESTORS INC [ OHI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/30/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	01/30/2004		M		56,250	A	\$3.17	56,250	D	
Common Stock	01/30/2004		M		83,334	A	\$3	139,584	D	
Common Stock	01/30/2004		M		66,666	A	\$3	206,250	D	
Common Stock	01/30/2004		F		31,234 <sup>(1)</sup>	D	\$10.5	175,016	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					
Employee Stock Option (right to buy)	\$3.17	01/30/2004		M		56,250		10/25/2003 <sup>(3)</sup>	10/25/2011	Common Stock 56,250	\$0	43,750	D	
Employee Stock Option (right to buy)	\$3	01/30/2004		M		83,334		10/01/2003 <sup>(4)</sup>	10/15/2011	Common Stock 83,334	\$0	0	D	
Employee Stock Option (right to buy)	\$3	01/30/2004		M		66,666		12/31/2002 <sup>(2)</sup>	10/15/2011	Common Stock 66,666	\$0	100,000	D	

Explanation of Responses:

- Represents 24,161 shares otherwise issuable pursuant to the exercise of the options that are being withheld as payment of the Reporting Person's tax liability in connection with the exercise of the options.
- These options were part of a previously reported grant of options to acquire 166,666 shares on 10/15/2001 by Issuer to the Reporting Person of which 66,666 have previously vested and 100,000 remain subject to pro rata vesting on 10/1/04, 10/1/2005 and 10/1/2006.
- These options were part of a previously reported grant of options to acquire 100,000 shares on 10/25/2001 by the Issuer to the Reporting Person of which 50 percent vested on the second anniversary of the grant date and remainder vests ratably on a monthly basis during the third and fourth years after the grant date.
- These options were a previously reported grant on 10/15/01 by the Issuer to the Reporting Person of which 100% were fully exercisable as of 10/1/03.

Remarks:

Thomas Peterson 01/30/2004  
 \*\* 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.