

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>MCNAMARA DONALD J</u> (Last) (First) (Middle) <u>3232 MCKINNEY AVENUE</u> <u>SUITE 890, LB 12</u> (Street) <u>DALLAS TX 75204</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2004</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	02/18/2004		A		363 ⁽¹⁾	A	\$10.33	166,729	D ⁽²⁾ (3)(4)(5)	

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					

Explanation of Responses:

- Grant of stock for payment of Director's fees.
- Also indirectly owns 18,118,246 shares, which represents stock held by Explorer Holdings, L.P. Mr. McNamara disclaims beneficial ownership of Common Stock, which he is deemed beneficial owner of because of his ownership interest in The Hampstead Group, LLC, which holds the ultimate controlling interest in Explorer Holdings, L.P.
- Also indirectly owns 373,215 shares, which represents stock held by a partnership established by Mr. McNamara for the benefit of certain members of Mr. McNamara's family, over which Mr. McNamara may be deemed to have investment control. Mr. McNamara disclaims any beneficial ownership of the shares held by the partnership.
- Also indirectly owns 7,546 shares, which represents stock held by a charitable Foundation established by Mr. McNamara in which Mr. McNamara has no pecuniary interest. Mr. McNamara disclaims any beneficial ownership of the shares held by the Foundation.
- Also indirectly owns 1,466 shares, which represents stock held by a trust established by Mr. McNamara for non-family members of which Mr. McNamara is the trustee and may be deemed to have an indirect pecuniary interest. Mr. McNamara disclaims any beneficial ownership of the shares held by the trust.

Remarks:

Thomas Peterson 02/20/2004
 ** 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.