FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

Chil   Common Stock     Cozola   Cozo	1. Name and Address of Reporting Person*  CRABILL R LEE						2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [									Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director 10% Owner						
Substitute   Common Stock						ОНІ]								x	Officer (g							
City   Citate   City   Citate   City   City   City   City   Citate   City   C	` '	, ,	,	` ' '									below) below)									
Title of Security (Instr. 3)   Cap   Cap	SUITE 100	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	6. Individual or Joint/Group Filing (Check Applicable Line)											
Table   - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   2. Transaction Date (Month Day/Year)   2. Transaction Date (Month Day/Year)   2. Transaction Date (Instr. 4)   3. Transaction Date (Instr. 4)   3	(Street)									X												
Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   1. Title of Security (Instr. 3)   Derivative Securities Acquired (A) or Beneficially (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Derivative Security (Instr. 3)   Desivative Security (Instr. 4)   Desivative Security (Instr. 3)   Desivative Security (Instr. 4)   Desivative Secu		MD	21	093													·		·	-		
1. Title of Security (Instr. 3)    A   Dermed (Month/Day/Year)   Part of Content Date, (Month/Day/Year)   Part of Charles	(City)	(State)	(Zi	p)																		
Date   Content   Conten			Та	ble I - Non	-Deri	vative				uired, [	Disp	osed of,	or B	Benefic	ially Ow	ned						
Code   V	Date					th/Dav/Year) if		Execution Date, if any	Transac Code (In						Securities Beneficially Owner Following Reporte		Form: Di	Direct (D) rect (I) 4)	Beneficial Ownership			
OHI Common Stock										Code	v	Amount		(A) or (D)	Price					(instr. 4)		
OHI Common Stock	OHI Common	Stock			02/08/2007					S		4,200		D	\$18.35	127,467		D				
OHI Common Stock	OHI Common	Stock			02/08/2007					S		1,100	)	D	\$18.36	126,367		D				
OHI Common Stock  02/08/2007  S 5,600  D \$18.39  123,667  D  OHI Common Stock  02/08/2007  S 700  D \$18.41  117,367  D  OHI Common Stock  02/08/2007  S 5,000  D \$18.41  117,367  D  OHI Common Stock  02/08/2007  S 5,000  D \$18.42  116,967  D  OHI Common Stock  02/08/2007  S 1,000  D \$18.43  115,867  D  OHI Common Stock  02/08/2007  S 1,000  D \$18.44  114,867  D  OHI Common Stock  02/08/2007  S 1,000  D \$18.45  112,667  D  OHI Common Stock  02/08/2007  S 2,200  D \$18.45  112,667  D  OHI Common Stock  02/08/2007  S 2,000  D \$18.46  112,267  D  OHI Common Stock  02/08/2007  S 200  D \$18.47  112,067  D  OHI Common Stock  02/08/2007  S 200  D \$18.48  111,667  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  OHI Common Stock  02/08/2007  S 200  D \$18.48  111,667  D  Table II - Derivative Securities  OHI Common Stock  02/08/2007  S 02/08/2007  S 02/08/2007  S 0400  D \$18.48  111,667  D  OHI Common Stock  02/08/2007  S 0400  D \$18.48  111,667  D  OHI Common Stock  02/08/2007  S 0400  D \$18.48  111,667  D  OHI Common Stock  02/08/2007  S 0400  D \$18.48  111,667  D  OHI Common Stock  02/08/2007  S 0400  D \$18.48  111,667  D  OHI Common Stock  02/08/2007  S 0400  D \$18.48  111,667  D  OHI Common Stock  02/08/2007  S 0400  D \$18.48  040	OHI Common Stock					02/08/2007						1,100		D	\$18.37	125,267		D				
OHI Common Stock	OHI Common Stock					02/08/2007						700		D	\$18.38	124,567		D				
OHI Common Stock  O2/08/2007  S 500  D \$18.41  117,367  D  OHI Common Stock  O2/08/2007  S 1,000  D \$18.43  115,867  D  OHI Common Stock  O2/08/2007  S 1,000  D \$18.44  114,867  D  OHI Common Stock  O2/08/2007  S 1,000  D \$18.44  114,867  D  OHI Common Stock  O2/08/2007  S 2,200  D \$18.45  112,667  D  OHI Common Stock  O2/08/2007  S 2,200  D \$18.46  112,267  D  OHI Common Stock  O2/08/2007  S 200  D \$18.47  112,067  D   OHI Common Stock  O2/08/2007  S 200  D \$18.48  111,667  D   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of, or Securities Acquired (A) or Disposed of, or Securities (Instr. 3)  Amount or Amount or Company (Instr. 4)  Date Exerciselable and Executive (Instr. 3)  Amount or Company (Instr. 4)  Date Exercise (Instr. 4)  Date Exercise (Instr. 4)  Date Exercise (Instr. 5)  Derivative Securities (Instr. 4)	OHI Common Stock					02/08/2007						900		D	\$18.39	123,667		D				
OHI Common Stock  O2/08/2007  S 1,000  D \$18.42  116,867  D  OHI Common Stock  O2/08/2007  S 1,000  D \$18.44  114,867  D  OHI Common Stock  O2/08/2007  S 1,000  D \$18.44  114,867  D  OHI Common Stock  O2/08/2007  S 2,200  D \$18.45  112,667  D  OHI Common Stock  O2/08/2007  S 400  D \$18.46  112,267  D  OHI Common Stock  O2/08/2007  S 200  D \$18.47  112,067  D  OHI Common Stock  O2/08/2007  S 200  D \$18.48  111,667  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of (instr. 4)  S A. Deemed Execution Date, If Company Conversion Code (instr. 4)  S A. Deemed Execution Date, If Conversion Code (instr. 4)  S A. Deemed Conversion Code (instr. 4)  Date Derivative Securities Underlying Derivative Securities Code (instr. 4)  Amount or Number of Disposed of (instr. 4)  Date Expiration Date Expiration  Amount or Number of Number of Derivative Securities Counties (instr. 4)  Date Expiration Date Expiration Date (instr. 4)  Date Expiration Date Expiration Date (instr. 4)	OHI Common Stock				02/08/2007					S		5,600	)	D	\$18.4	118,067		D				
OHI Common Stock  02/08/2007  \$ 1,000  D \$18.43  115,867  D  OHI Common Stock  02/08/2007  \$ 1,000  D \$18.44  114,867  D  OHI Common Stock  02/08/2007  \$ 2,200  D \$18.45  112,667  D  OHI Common Stock  02/08/2007  \$ 400  D \$18.46  112,267  D  OHI Common Stock  02/08/2007  \$ 200  D \$18.47  112,067  D  OHI Common Stock  02/08/2007  \$ 400  D \$18.48  111,667  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Amount or Securities Inderlying Derivative Securities Secu	OHI Common Stock				02/08/2007					S		700		D	\$18.41	117,367		D				
OHI Common Stock	OHI Common Stock				02/08/2007					S		500		D	\$18.42	116,867		D				
OHI Common Stock	OHI Common Stock				02/0	02/08/2007						1,000	)	D	\$18.43	115,867		D				
OHI Common Stock  O2/08/2007  S 200  D \$18.46  112,267  D  OHI Common Stock  O2/08/2007  S 200  D \$18.47  112,067  D  OHI Common Stock  O2/08/2007  S 400  D \$18.48  111,667  D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  OCONVERSION Date (Month/Day/Year)  OMMONTH/Day/Year)  Amount or Securities Underlying Derivative Security (Instr. 3)  Ownership Securities Underlying Derivative Security (Instr. 4)  Ownership Securities Underlying Derivative Security (Instr. 4)  Ownership Securities Derivative Security (Instr. 4)  Ownership Securities Derivative Security (Instr. 4)  Ownership Securities Underlying Derivative Security (Instr. 4)  Ownership Securities Derivative Securities Deriv	OHI Common Stock				02/08/2007					S		1,000		D	\$18.44	114,867		D				
OHI Common Stock  02/08/2007  S 200  D \$18.47  112,067  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)  Price of Derivative Security  Security  Security  Security  Security  Security  Security  Securities  Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities  Securities  Price of Derivative Security  Securities  Acquired (A)  Transaction Code (Instr. 3)  Or Disposed of (D) (Instr. 3, 4 and 5)  Date  Expiration  Date  Expiration  Amount or Security (Instr. 3)  Amount or Number  Date  Expiration  Amount or Security (Instr. 4)  Date  Expiration  Date  Date  Expiration  Date  D	OHI Common Stock				02/08/2007					S		2,200	)	D	\$18.45	112,667		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 Securities Security Securities Security Securities Securities Security Securities Sec	OHI Common Stock					02/08/2007						400		D	\$18.46	112,267		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) Derivative Security Secur	OHI Common Stock					02/08/2007						200		D	\$18.47	112,067		D				
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3) Price of Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration Date (Month/Day/Year) Security Securities Security Securities Securities Security Securities Securitie	OHI Common Stock 02/0					8/200	7			S		400		D	\$18.48	111,667		D				
Derivative Security (Instr. 3) Form: Operative Security (Instr. 3) Securities (Instr. 3) Securities (Instr. 3) Date Securities (Instr. 3) Securities (Instr. 4) Securities (Instr. 4) Securities (Instr. 3) Securities (Instr. 4) Securities (Inst																ed						
Amount (Instr. 4) Or Number	Derivative	Conversion or Exercise Price of Derivative	on Date (Month/Day/Year)	Execution Da if any	ite, T	ransaction ode (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Da		te	Securities Underl Derivative Securi		derlying curity	Derivative Security	derivative Securities Beneficial Owned Following Reported	Ownersh Form: Direct (D or Indire (I) (Instr.	nership rm: ect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
Explanation of Responses:					c	Code V		(A)	(D)				Title		or Number	mber		(5)				

Remarks:

Thomas Peterson, Attorney-in-

<u>Fact</u> \*\* Signature of Reporting Person 02/12/2007 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).