

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 * <b>BOOTH DANIEL J</b>  (Last) (First) (Middle) <b>9690 DEERCO ROAD</b> <b>SUITE 100</b>  (Street) <b>TIMONIUM MD 21093</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>02/08/2007</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	02/08/2007		S		400	D	\$18.48	222,489	D	
Common Stock	02/08/2007		S		100	D	\$18.49	222,389	D	
Common Stock	02/08/2007		S		12,900	D	\$18.5	209,489	D	
Common Stock	02/09/2007		S		1,500	D	\$18.37	207,989	D	
Common Stock	02/09/2007		S		500	D	\$18.47	207,489	D	
Common Stock	02/09/2007		S		700	D	\$18.48	206,789	D	
Common Stock	02/09/2007		S		3,300	D	\$18.49	203,489	D	
Common Stock	02/09/2007		S		16,700	D	\$18.5	186,789	D	
Common Stock	02/09/2007		S		1,700	D	\$18.51	185,089	D	
Common Stock	02/09/2007		S		2,800	D	\$18.52	182,289	D	
Common Stock	02/09/2007		S		3,700	D	\$18.53	178,589	D	
Common Stock	02/09/2007		S		2,900	D	\$18.54	175,689	D	
Common Stock	02/09/2007		S		17,500	D	\$18.55	158,189	D	
Common Stock	02/09/2007		S		3,000	D	\$18.56	155,189	D	
Common Stock	02/09/2007		S		4,100	D	\$18.57	151,089	D	
Common Stock	02/09/2007		S		5,600	D	\$18.58	145,489	D	
Common Stock	02/09/2007		S		2,700	D	\$18.59	142,789	D	
Common Stock	02/09/2007		S		2,000	D	\$18.6	140,789	D	
Common Stock	02/09/2007		S		6,000	D	\$18.61	134,789	D	
Common Stock	02/09/2007		S		100	D	\$18.62	134,689	D	
Common Stock	02/09/2007		S		200	D	\$18.63	134,489	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		Date Exercisable	Expiration Date					

Explanation of Responses:

Remarks:

\*\* 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.**