

| 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

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| 1. Name and Address of Reporting Person * KLOOSTERMAN HAROLD J (Last) (First) (Middle) 9690 DEERCO ROAD SUITE 100 (Street) TIMONIUM MD 21093 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/16/2007 | |
| | 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 | | | |
| OHI Common Stock | 04/16/2007 | | M | | 1,000 | A | \$6.125 | 64,770 | D ⁽¹⁾ | |
| OHI Common Stock | 04/16/2007 | | M | | 1,000 | A | \$3.8125 | 65,770 | D ⁽¹⁾ | |
| OHI Common Stock | 04/16/2007 | | M | | 1,000 | A | \$6.02 | 66,770 | D ⁽¹⁾ | |
| OHI Common Stock | 04/16/2007 | | M | | 1,000 | A | \$3.74 | 67,770 | D ⁽¹⁾ | |
| OHI Common Stock | 04/16/2007 | | M | | 1,000 | A | \$9.33 | 68,770 | D ⁽¹⁾ | |

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 | | | | | |
| Stock Option (Right to Buy) | \$6.125 | 04/16/2007 | | M | | 1,000 | | 03/06/2003 ⁽²⁾ | 03/06/2010 | Omega Healthcare Investors, Inc. Common Stock | \$0 | 8,000 | D | |
| Stock Option (Right to Buy) | \$3.8125 | 04/16/2007 | | M | | 1,000 | | 01/01/2004 ⁽³⁾ | 01/01/2011 | Omega Healthcare Investors, Inc. Common Stock | \$0 | 7,000 | D | |
| Stock Option (Right to Buy) | \$6.02 | 04/16/2007 | | M | | 1,000 | | 01/01/2005 ⁽⁴⁾ | 01/01/2012 | Omega Healthcare Investors, Inc. Common Stock | \$0 | 6,000 | D | |
| Stock Option (Right to Buy) | \$3.74 | 04/16/2007 | | M | | 1,000 | | 01/01/2006 ⁽⁵⁾ | 01/01/2013 | Omega Healthcare Investors, Inc. Common Stock | \$0 | 5,000 | D | |
| Stock Option (Right to Buy) | \$9.33 | 04/16/2007 | | M | | 1,000 | | 01/01/2007 ⁽⁶⁾ | 01/01/2014 | Omega Healthcare Investors, Inc. Common Stock | \$0 | 4,000 | D | |

Explanation of Responses:

- Also indirectly owns 10,827 shares, which are held directly by spouse.
- These options are the total of a previously reported grant on March 6, 2000 by the Issuer to the reporting person to buy 1,000 shares of Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning March 6, 2001.
- These options are the total of a previously reported grant on January 1, 2001 by the Issuer to the reporting person to buy 1,000 shares of Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2002.

4. These options are the total of a previously reported grant on January 1, 2002 by the Issuer to the reporting person to buy 1,000 shares of Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2003.

5. These options are the total of a previously reported grant on January 1, 2003 by the Issuer to the reporting person to buy 1,000 shares of Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2004.

6. These options are the total of a previously reported grant on January 1, 2004 by the Issuer to the reporting person to buy 1,000 shares of Omega Healthcare Investors, Inc. common stock. One-third of the total grant of options vested on each anniversary of the option grant date, beginning January 1, 2005.

Remarks:

Thomas Peterson, Attorney-In-
Fact 04/17/2007

** 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.

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