

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

OMEGA HEALTHCARE INVESTORS INC

(Name of Issuer)

Common Stock

(Title of Class of Securities)

681936100

(CUSIP Number)

December 31, 2011

(Date Of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

SEC 1745 (3-06)

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1. NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

Morgan Stanley
I.R.S. #36-3145972

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b)

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION:

The state of organization is Delaware.

5. NUMBER OF SHARES SOLE VOTING POWER:
5,779,480

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 6. SHARED VOTING POWER: 0 7. SOLE DISPOSITIVE POWER: 6,232,615 8. SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,232,615

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 6.0%

12. TYPE OF REPORTING PERSON: HC, CO

1. NAME OF REPORTING PERSON: I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: Morgan Stanley Investment Management Inc. I.R.S. #13-3040307

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) [] (b) []

3. SEC USE ONLY:

4. CITIZENSHIP OR PLACE OF ORGANIZATION: The state of organization is Delaware.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 5. SOLE VOTING POWER: 5,779,480 6. SHARED VOTING POWER: 0 7. SOLE DISPOSITIVE POWER: 6,232,615 8. SHARED DISPOSITIVE POWER: 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 6,232,615

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 6.0%

12. TYPE OF REPORTING PERSON: IA, CO

Item 1. (a) Name of Issuer: OMEGA HEALTHCARE INVESTORS INC (b) Address of Issuer's Principal Executive Offices: 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY MD 21030

(iv) Shared power to dispose or to direct the disposition of:
See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

See Exhibit 99.2

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* In Accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned, or that may be deemed to be beneficially owned, by certain operating units (collectively, the "MS Reporting Units") of Morgan Stanley and its subsidiaries and affiliates (collectively, "MS"). This filing does not reflect securities, if any, beneficially owned by any operating units of MS whose ownership of securities is disaggregated from that of the MS Reporting Units in accordance with the Release.

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Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2012

Signature: /s/ Michael Lees

Name/Title: Michael Lees/Authorized Signatory, Morgan Stanley

MORGAN STANLEY

Date: February 8, 2012

Signature: /s/ Mary Ann Picciotto

Name/Title: Mary Ann Picciotto/Chief Compliance Officer, Morgan Stanley
Investment Management Inc.

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

EXHIBIT NO. -----	EXHIBITS -----	PAGE ----
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* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT NO. 99.1 TO SCHEDULE 13G
JOINT FILING AGREEMENT

February 8, 2012

MORGAN STANLEY and MORGAN STANLEY INVESTMENT MANAGEMENT INC.,
hereby agree that, unless differentiated, this
Schedule 13G is filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Michael Lees

Michael Lees/Authorized Signatory, Morgan Stanley

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

BY: /s/ Mary Ann Picciotto

Mary Ann Picciotto/Chief Compliance Officer, Morgan Stanley
Investment Management Inc.

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT NO. 99.2

ITEM 7 INFORMATION

The securities being reported on by Morgan Stanley as a parent holding company are owned, or may be deemed to be beneficially owned, by Morgan Stanley Investment Management Inc., an investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) as amended. Morgan Stanley Investment Management Inc. is a wholly-owned subsidiary of Morgan Stanley.