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

SCHEDULE 13G

Under	the	Securities	Exchange	Act	of	1934
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(Amendment No) *						
OMEGA HEALTHCARE INVESTORS INC						
	(Name of Issuer)					
	Common Stock					
•		ss of Securities)				
	6819	336100				
	(CUSIE	P Number)				
		er 31, 2011				
(1	Date Of Event which Requir	es Filing of this State				
Check the app: is filed:	copriate box to designate	the rule pursuant to wh	ich this Schedule			
[x] Rule	13d-1(b)					
[] Rule	13d-1(c)					
[] Rule	[] Rule 13d-1(d)					
initial filing for any subsec	der of this cover page sha g on this form with respec quent amendment containing covided in a prior cover p	ct to the subject class g information which woul	of securities, and			
to be "filed" 1934 ("Act")	on required in the remaind for the purpose of Section or otherwise subject to the subject to all other provi	on 18 of the Securities ne liabilities of that s	Exchange Act of ection of the Act			
	espond to the collection coordinates to respond unless the form					
SEC 1745 (3-0	5)					
CUSIP No.68193		13G	Page 2 of 8 Pages			
1. NAME O	F REPORTING PERSON: IDENTIFICATION NO. OF ABO					
	Stanley #36-3145972					
2. CHECK	THE APPROPRIATE BOX IF A M					
(a) [I					
(b) [
3. SEC USI						
4. CITIZE	NSHIP OR PLACE OF ORGANIZA	ATION:				

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

The state of organization is Delaware.

BENEFICIALLY OWNED BY EACH REPORTING		6.	SHARED VOTING	POWER:	
PE	ERSON WITH:	7. 	SOLE DISPOSITE	IVE POWER:	
		8.	SHARED DISPOSE	ITIVE POWER:	
9.	AGGREGATE		T BENEFICIALLY	OWNED BY EACH RE	PORTING PERSON:
10.	CHECK BOX	IF TH	E AGGREGATE AMO	OUNT IN ROW (9) E	XCLUDES CERTAIN SHARES:
11.		F CLAS	S REPRESENTED I	BY AMOUNT IN ROW	(9):
12.	TYPE OF F	EPORTI	NG PERSON:		
CUSIP 1	No.6819361	.00		13G	Page 3 of 8 Pages
1.			NG PERSON: CATION NO. OF A	ABOVE PERSON:	
	Morgan St	_	Investment Mana	agement Inc.	
2.	CHECK THE	APPRO	PRIATE BOX IF A	A MEMBER OF A GRO	UP:
	(a) []				
	(b) []				
3.	SEC USE C	NLY:			
4.			PLACE OF ORGAN:		
SI	BER OF HARES		SOLE VOTING PO	OWER:	
OW1	FICIALLY NED BY EACH ORTING		SHARED VOTING 0	POWER:	
PI	ERSON WITH:		SOLE DISPOSIT: 6,232,615		
		8.	SHARED DISPOSE	ITIVE POWER:	
9.	AGGREGATE 6,232,615		T BENEFICIALLY	OWNED BY EACH RE	
10.	CHECK BOX	IF TH	E AGGREGATE AMO	OUNT IN ROW (9) E	XCLUDES CERTAIN SHARES:
11.		F CLAS	S REPRESENTED I	BY AMOUNT IN ROW	(9):
12.	TYPE OF F		NG PERSON:		
CUSIP 1	No.6819361			13G	Page 4 of 8 Pages
 Item 1.	. (a)		of Issuer:		
		OMEG	A HEALTHCARE IN	NVESTORS INC	
	(b)				tive Offices:
	(/				
		Z U U	INTERNATIONAL (→ ± 1/(→ 1)	

SUITE 3500

HUNT VALLEY MD 21030

Item 2. Name of Person Filing: (1) Morgan Stanley (2) Morgan Stanley Investment Management Inc. ______ Address of Principal Business Office, or if None, Residence: (b) (1) 1585 Broadway New York, NY 10036 (2) 522 Fifth Avenue New York, NY 10036 Citizenship: (C) (1) The state of organization is Delaware. (2) The state of organization is Delaware. (d) Title of Class of Securities: Common Stock (e) CUSIP Number: 681936100 ______ Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c). (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c). (d) [] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) [x] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E); Morgan Stanley Investment Management Inc. (f) [] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F); (g) [x] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G); Morgan Stanley (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) [] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (j) [] Group, in accordance with Section 13d-1(b)(1)(ii)(J). CUSIP No.681936100 13-G Page 5 of 8 Pages ______ Ownership as of December 31, 2011.* Ttem 4. (a) Amount beneficially owned: See the response(s) to Item 9 on the attached cover page(s). (b) Percent of Class: See the response(s) to Item 11 on the attached cover page(s). (c) Number of shares as to which such person has: Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).

(iii) Sole power to dispose or to direct the disposition of:
 See the response(s) to Item 7 on the attached cover page(s).

See the response(s) to Item 6 on the attached cover page(s).

(ii) Shared power to vote or to direct the vote:

- (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
99.1	Joint Filing Agreement	7
99.2	Item 7 Information	8

 * 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.