

CUSIP NO. 681936100
PAGE _____ OF _____ PAGES

13G

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ING CLARION REAL ESTATE SECURITIES, L.P. 232802869

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

(a) _____
(b) _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
259 N. RADNOR CHESTER ROAD, SUITE 205, RADNOR, PA 19087

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
4,318,820 SHARES, SOLE VOTING POWER

6. SHARED VOTING POWER
14,000 SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER
7,456,185 SHARES, SOLE DISPOSITIVE POWER

8. SHARED DISPOSITIVE POWER
NO SHARES UNDER SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,456,185 SHARES

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
13.0%

12. TYPE OF REPORTING PERSON*
IA

SCHEDULE 13G

APP. E4

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)

CHECK THE FOLLOWING BOX IF A FEE IS BEING PAID WITH THIS STATEMENT _____. (A FEE IS NOT REQUIRED ONLY IF THE FILING PERSON: (1) HAS A PREVIOUS STATEMENT ON FILE REPORTING BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES DESCRIBED IN ITEM 1; AND (2) HAS FILED NO AMENDMENT SUBSEQUENT THERETO REPORTING BENEFICIAL OWNERSHIP OF FIVE PERCENT OR LESS OF SUCH CLASS.) (SEE RULE 13D-7).

*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).

SEC 1745 (6-88)

E4-1

ITEMS

Item 1

- (a) Omega Healthcare Investors, Inc.
- (b) 9690 Deereco Road, Suite 100
Timonium, MD 21093

Item 2

- (a) ING Clarion Real Estate Securities, L.P.
- (b) 259 N. Radnor-Chester Road, Suite 205
Radnor, PA 19087
- (c) N/A
- (d) Common Stock
- (e) 681936100

Item 3

- (a) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4

- (a) 7,456,185 shares
- (b) 13.0%
- (c)
 - (i.) 4,318,820 shares, sole voting power
 - (ii.) 14,000 under shared voting power
 - (iii.) 7,456,185 shares, sole dispositive power
 - (iv.) No shares, shared dispositive power

Item 5

N/A

Item 6

N/A

Item 7

N/A

Item 8

N/A

Item 9

N/A

Item 10

T. Ritson Ferguson, President