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 UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
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 FORM 5 WASHINGTON, D.C. 20549 OMB  
 APPROVAL -----

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 / / CHECK BOX IF NO LONGER ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB NUMBER:  
 3235-0362  
 SUBJECT TO SECTION 16. EXPIRES:  
 JANUARY 31, 2005  
 FORM 4 OR FORM 5 OBLI- Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ESTIMATED  
 AVERAGE BURDEN Section 17(a) of the Public Utility Holding Company Act of 1935 or HOURS PER  
 GATIONS MAY CONTINUE. Section 30(h) of the Investment Company Act of 1940  
 RESPONSE .... 1.0  
 SEE INSTRUCTION 1(b).  
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 / / FORM 3 HOLDINGS REPORTED  
 / / FORM 4 TRANSACTIONS REPORTED  
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 1. Name and Address of Reporting Person\* 2. Issuer Name and Ticker or Trading Symbol 6. Relationship of  
 Reporting Person(s) to Issuer (Check

all applicable) X Director X  
 McNamara Donald J. Omega Healthcare Investors, Inc. (NYSE:OHI)  
 10% Owner

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 Officer (give

\*\* Other (Last) (First) (Middle) 3. IRS Identification 4. Statement for  
 (specify Number of Reporting Month/Year  
 below) Person, if an entity

4200 Texas Commerce Tower West, February 11, 2003  
 2200 Ross Avenue (voluntary)

(Street) 5. If Amendment, 7. Individual or  
 Joint/Group Reporting Date of Original (check  
 applicable line) (Month/Year) X Form Filed by

One Dallas Texas 75201 Reporting  
 Person

(City) (State) (Zip) Form Filed by  
 More than One Reporting  
 Person

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Nature of Indirect Beneficial Ownership (Instr. 4)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7.
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Common Stock	12/26/02		G	1,368 D	N/A	165,333	D
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\*If the form is filed by more than one reporting person, SEE Instruction 4(b) (v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
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FORM 5 (CONTINUED)                      TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(e.g., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security and (Instr. 3)  (Month/Day/	2. Conver- sion of  Exercise Price of Deriv-  ative Security	3. Trans- action  Date (Month/ Day/  Year)	3A. Deemed Execution  Date, if any (Month/  Day/Year)	4. Trans- action  Code (Instr. 8)	5. Number of Derivative  Securities Ac- quired (A) or Disposed of  (D) (Instr. 3, 4, and 5)	6. Date Exer- cisable  Expiration Date  Year)
					(A)                      (D)	Date Exer- cisable

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