FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

(Lest) (First) (Middle) 200 INTERNATIONAL CIRCLE SUITE 3500 (Street) HUNT VALLEY MD 21030 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (1. Name and Address of Reporting Person * FRANKE THOMAS F				<u>C</u>	2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [(Check	Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
Common Stock					3	` ' '									Officer (give title				specify	
College Coll	SUITE 3500				4	4. If Amendment, Date of Original Filed (Month/Day/Year)														
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date 1. Title of Security (Instr. 3) 2. Transaction Date 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction (Instr. 4) 2. Transaction (Instr. 4) 3. A securities Acquired (A) or Disposed of (P) (Instr. 3. 4 and 5) 3. A securities Securities Securities (Instr. 4) 3. A securities Acquired (A) or Disposed of (P) (Instr. 3. 4 and 5) 3. A securities Securities Securities (Instr. 4) 3. A securities Acquired (A) or Disposed of (P) (Instr. 3. 4 and 5) 3. A securities Securities (Instr. 4) 3. A securities Acquired (A) or Disposed of (P) (Instr. 3. 4 and 5) 3. A securities Securities (Instr. 4) 3. A securities Acquired (A) or Disposed of (Instr. 4) 3. A securities Acquired (A) or Disposed of (Instr. 4) 3. A securities Acquired (A) or Disposed of (Instr. 4) 3. A securities Acquired (A) or Disposed of (Instr. 4) 3. A securities (Instr. 4) 3. A secur	,	EY MD	2																	
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Date Month/Day/Year Flavor Month/Day/Year Month/Day/Ye																				
Common Stock	* `			Date		Execution Date, if any		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar			or and 5)	Securities Beneficially Following R	s Illy Owned g Reported	Form: Direct (D) or Indirect (I)		Indirect Beneficial Ownership		
Common Stock Common Stock O2/16/2010 M 334 A \$9.33 41,711 D Owned By Family Limited Liability Company Of Which The Reporting Person Is A Member. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Title of Derivative Price of Security (inst. 2) Transaction Derivative Security (inst. 3) Owned Derivative Security (inst. 3) Owned Derivative Security (inst. 4) Owned (e.g., puts, calls, warrants, options, convertible Securities) Title of Derivative Security (inst. 3) Owned (e.g., puts, calls, warrants, options, convertible Securities) Transaction Derivative Security (inst. 3) Owned (e.g., puts, calls, warrants, options, convertible Securities) Transaction Derivative Security (inst. 3) Owned (e.g., puts, calls, warrants, options, convertible Securities) Transaction Derivative Security (inst. 3) Owned (e.g., puts, calls, warrants, options, convertible Securities) Transaction Derivative Security (inst. 4) Owned (e.g., puts, calls, warrants, options, convertible Securities) Transaction Derivative Securities (inst. 5) Owned (instr. 4) Own								Code	v	Amount	mount (A) or (D)		Price	(Instr. 3 and 4)				(Instr. 4)		
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		\$3.74	02/16/2010		М		334 01		01/01/2004	(1)	01/01/2013			334	\$34 \$0			D		
		\$9.33	02/16/2010		М			334	01/01/2005	(2)	01/01/2014			334	\$0	0		D		

Explanation of Responses:

- 1. These options were part of a previously reported grant of 1,000 shares on 1/1/2003 by the Issuer to the Reporting Person of which 1/3 vested each year on the anniversary of the grant date.
- 2. These options were part of a previously reported grant of 1,000 shares on 1/1/2004 by the Issuer to the Reporting Person of which 1/3 vested each year on the anniversary of the grant date.

/s/ Thomas H. Peterson, Attorney-in-Fact

02/18/2010

** 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.

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 Number.