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	AL EDWARD											
Form 4 February 20,	2008											
									OMB AF	OMB APPROVAL		
FURIVI 4 UNITED STATES SI				AITIES A			NGE C	COMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru	6. Filed pur Section 17(ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ed pursuant to Section 16(a) of the Securities Exchange Act of 1934, on 17(a) of the Public Utility Holding Company Act of 1935 or Sectio 30(h) of the Investment Company Act of 1940							Expires: January 31, 2005 Estimated average burden hours per response 0.5			
1(b).												
(Print or Type R	Responses)											
(2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS INC [OHI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			3. Date of Earliest Transaction(Month/Day/Year)02/15/2008					_X_Director10% Owner Officer (give titleOther (specify below)below)				
				Amendment, Date Original l(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 				
TIMONIUM	I, MD 21093							Form filed by M Person	lore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	02/15/2008			A	384 <u>(1)</u>	. /	\$ 16.26	35,662	D			
Common Stock								1,400	I	Shares held directly by spouse		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r U	Director	10% Owner	Officer	Other				
LOWENTHAL EDWARD 9690 DEERECO ROAD SUITE 100 TIMONIUM, MD 21093	Х							
Signatures								
/s/ Thomas H. Peterson, Attorney-in-Fact		/2008						
<u>**</u> Signature of Reporting Person	Date							
Explanation of Responses:								

- * 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).

(1) Grant of stock for payment of Director's fees

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.