OMEGA HEALTHCARE INVESTORS INC

Form 4/A September 18, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

	Section 30(1) of the investment company Act of 1940								
[_]	Check box if no longer subject may continue. See Instruction		n 16.	Form 4 or Form	5 obligations				
1.	. Name and Address of Reporting Person*								
	McNamara	Donald		J.					
	(Last)	(First)		(Middle)					
4200 Texas Commerce Tower West, 2200 Ross Avenue									
		(Street)							
	Dallas	TX		75201					
	(City)	(State)		(Zip)					
2.	2. Issuer Name and Ticker or Trading Symbol Omega Healthcare Investors, Inc. (NYSE: OHI)								
3.	IRS Identification Number of R	eporting Pe		if an Entity (V	oluntary)				
4.	Statement for Month/Year								
5.	If Amendment, Date of Original	(Month/Yea	r)						
	August 2002								
6.	Relationship of Reporting Pers (Check all applicable)	on to Issue	r						
	<pre>[X] Director [_] Officer (give title below</pre>	7)		10% Owner Other (specify	below)				

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
[_] Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	2.	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
1. Title of Security	Transaction Date			Amount	(A) or	Price	
(Instr. 3)	(mm/dd/yy)	Code 	V 		(D)		
Common Stock	08/15/02	A	V	426	A(1)	\$5.87	
Common Stock	08/26/02	P		5,000	А	\$5.52	
Common Stock	08/27/02	P		370	A	\$5.60	
Common Stock	08/27/02	Р		100	A	\$5.64	
Common Stock	08/28/02	P		270	A	\$5.43	
Common Stock	08/28/02	P		700	A	\$5.50	
Preferred A Stock	08/26/02	Р		900	A	\$21.19	
Preferred A Stock	08/28/02	Р		200	A	\$21.15	
Preferred A Stock	08/28/02	P		100	A	\$21.20	
Preferred B Stock	08/26/02	Р		1,000	A	\$20.10	
Preferred B Stock	08/27/02	Р		200	A	\$20.15	
Preferred B Stock	08/27/02	Р		2,800	A	\$20.00	
Preferred B Stock	08/27/02	P		1,200	A	\$20.30	
Preferred B Stock	08/28/02	Р		59	A	\$20.00	
Preferred B Stock	08/28/02	Р		400	A	\$20.25	

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).

(Print or Type Response)

(Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	Conversion or Exercise Price	3.		5. Number of Derivative Securities Acquired (A) or Disposed		Date Exercisable and				
1.	of	Trans- action	Code	of(D)	1	(Month/Day/Year)			Amount	
Title of Derivative Security		(Month/		4 and	5)					
(Instr. 3)	ity	Year)	Code V	(A)	(D)	cisable	Date	Title	Shares	
===========		:======	:======		-=====					

Explanation of Responses:

- (1) Grant of stock for payment of Director fees.
- (2) Represents stock held by a partnership established by Mr.McNamara for the benefit of certain members ofMr. McNamara's family, over which Mr. McNamara may be deemed to have investment control. Mr. McNamara disclaims any beneficial ownership of the shares held by the partnership.

/S/ DONALD J. MCNAMARA	September 18, 2002

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

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