OMEGA HEALTHCARE INVESTORS INC

Form 4 March 11, 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	Comp	ally ACC OI 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	Avenu	e 				
		(Street)						
	Dallas	TX		75201				
	(City)	(State)		(Zip)				
2.	Issuer Name and Ticker or Trad		HI)					
3.	IRS Identification Number of R		rson,		luntary)			
4.	Statement for Month/Year							
	February 2002							
5.	If Amendment, Date of Original	(Month/Yea	r)					
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 b	elow)			

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

[X] Form filed by one Reporti: [_] Form filed by more than or		rson					
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
	2.	3. Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
1.	Transaction	(Instr.			(A)	D .	
Title of Security (Instr. 3)	Date (mm/dd/yy)	Code	V	Amount	or (D)	Price	
Common Stock, par value \$.10 per sh	are 2/20/02	Р		50,965	А	\$2.92	
Common Stock, par value \$.10 per sh		Р		466	А	\$2.92	
Common Stock, par value \$.10 per sh		Р		2,396	А	\$2.92	
Common Stock, par value \$.10 per sh		Р		116,745	А	\$2.92	
Common Stock, par value \$.10 per sh		Р		10,720,650	А	\$2.92	
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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 $4\,\mbox{(b)}\,\mbox{(v)}\,.$

(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	3.	4. Trans-	5. Number of Derivative Securities Acquired (A)		of Under Securiti and (Instr.	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1.	Price of		action Code	or Disposed of(D)	Expiration D (Month/Day/Y		Amount	
Title of	Deriv-			(Instr. 3,			or	
Derivative	ative	(Month/	8)	4 and 5)		ira-	Number	
Security		Day/			Exer- tio		of	
(Instr. 3)	ity	Year)	Code V	(A) (D)	cisable Dat	e Title	Shares	
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Explanation of Responses:

- (1) Represents stock held by a trust established by Mr. McNamara for non-family members of which Mr. McNamara is the trustee and may be deemed to have an indirect pecuniary interest. Mr. McNamara disclaims any benefical ownership of the shares held by the trust.
- (2) Represents stock held by a charitable Foundation established by Mr. McNamara in which Mr. McNamara has no pecuniary interest. Mr. McNamara disclaims any beneficial ownership of the shares held by the Foundation.
- (3) Represents stock held by a partnership established by Mr. McNamara for the benefit of certain members of Mr. 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.

(4) Represents stock held by Explorer Holdings, L.P. Mr. McNamara disclaims beneficial ownership of the Common Stock, which he is deemed beneficial owner because of his ownership interest in The Hampstead Group, L.L.C., which holds the ultimate controlling interest in Explorer Holdings, L.P.

/S/ DONALD J. MCNAMARA March 8, 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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