OMEGA HEALTHCARE INVESTORS INC

Form 5 February 14, 2002

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

FORM 5

ANNUAL 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

[_]	Check box if no longer	subject to					
[_] Section 16. Form 4 or Form 5 obligations may continue. See Instruction							
[_] Form 3 Holdings Reported							
[X]	Form 4 Transactions Repo	orted					
1.	Name and Address of Repo	orting Person*					
Fran	ıke	Thomas		F.			
(Last)		(First)	(First) (Middle)		
410	North Eagle Street						
		(Street)					
Marshall		MI	49068				
(City)		(State)		(Zip)			
2.	Issuer Name and Ticker	or Trading Symbol					
Omeg	ga Healthcare Investors, I	Inc. (NYSE: OHI)					
3.	IRS Identification Number	er of Reporting Per	son	, if an Entity	y (Voluntary	7)	
4.	Statement for Month/Year	 c					
12/0	1						
5.	If Amendment, Date of O	riginal (Month/Year	:)				
6.	Relationship of Reportin (Check all applicable)	ng Person to Issuer	:				
	[X] Director [] Officer (give title	e below)	[_] [_]	10% Owner Other (speci	ify below)		

7.	Individual or Joint/Group	Filing					
	(Check applicable line)						
	<pre>[X] Form filed by one Re] [_] Form filed by more th</pre>						
====	==						
					==		
1. Title of Security (Instr. 3)		2.		4. Securities Acc Disposed of (I	Ō)	A) or	
				Amount	(A) or (D)	Price	
	mon Stock	12/01/01		712		\$3.51	
Comr	mon Stock 						
Prei	ferred Stock 						
Pre	ferred Stock						

 $^{^{\}star}$ Grant of Stock for payment of director fees.

 $[\]ensuremath{^{\star\star}}$ Owned by a family limited liability company of which Mr. Franke is a member.

If the form is filed by more than one Reporting Person, see Instruction $4\,(\mathrm{b})\,(\mathrm{v})$.

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

(Print or Type Responses) (Over)

FORM	5	(continued)

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

	2. Conversion or Exercise Price	3. Trans-	4.	5. Number of Derivative Securities Acquired (A) or Disposed	Date A) Exercisable and d Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1.	of .	action						Amount
Title of Derivative		Date (Month/		(Instr. 3, 4 and 5)		Expira-		or Number
Security	Secur-	Day/	(Instr.		Exer-	tion		of
(Instr. 3)	ity 	Year) 	8)	(A) (D)	cisable	Date	Title	Shares
Options (right to buy)								

Explanation of Responses:

/s/ THOMAS F. FRANKE February 6, 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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