

LOWENTHAL EDWARD
Form 4/A
May 17, 2005

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 OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LOWENTHAL EDWARD

2. Issuer Name and Ticker or Trading Symbol
OMEGA HEALTHCARE INVESTORS INC [OHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

13 ACKERMAN ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/27/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SADDLE RIVER, NJ 07458

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 04/25/2005 | | M | 334 | A | \$ 3.8125 | 24,336 ⁽⁵⁾ | D |
| Common Stock | 04/25/2005 | | M | 667 | A | \$ 6.02 | 25,003 ⁽⁵⁾ | D |
| Common Stock | 04/25/2005 | | M | 666 | A | \$ 3.74 | 25,669 ⁽⁵⁾ | D |
| Common Stock | 04/25/2005 | | M | 333 | A | \$ 9.33 | 26,002 ⁽⁵⁾ | D |

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

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 control number.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 3.8125 | 04/25/2005 | | M | 334 | 01/01/2002 ⁽¹⁾ 01/01/2011 | Common Stock | 334 |
| Stock Option (Right to Buy) | \$ 6.02 | 04/25/2005 | | M | 667 | 01/01/2003 ⁽²⁾ 01/01/2012 | Common Stock | 667 |
| Stock Option (Right to Buy) | \$ 3.74 | 04/25/2005 | | M | 666 | 01/01/2004 ⁽³⁾ 01/01/2013 | Common Stock | 666 |
| Stock Option (Right to Buy) | \$ 9.33 | 04/25/2005 | | M | 333 | 01/01/2005 ⁽⁴⁾ 01/01/2014 | Common Stock | 333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LOWENTHAL EDWARD 13 ACKERMAN ROAD SADDLE RIVER, NJ 07458 | X | | | |

Signatures

Thomas Peterson,
Attorney-In-Fact

05/17/2005

__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) These options were part of a previously reported grant of 1,000 shares on January 1, 2001 by the Issuer to the Reporting Person of which one-third vests on each anniversary of the grant date, beginning on January 1, 2002.
- (2) These options were part of a previously reported grant of 1,000 shares on January 1, 2002 by the Issuer to the Reporting Person of which one-third vests on each anniversary of the grant date, beginning on January 1, 2003.
- (3) These options were part of a previously reported grant of 1,000 shares on January 1, 2003 by the Issuer to the Reporting Person of which one-third vests on each anniversary of the grant date, beginning on January 1, 2004.
- (4) These options were part of a previously reported grant of 1,000 shares on January 1, 2004 by the Issuer to the Reporting Person of which one-third vests on each anniversary of the grant date, beginning on January 1, 2005.
- (5) Due to clerical error, original filing failed to deduct 1,400 shares owned by the reporting person's spouse, of which the reporting person disclaims beneficial ownership of those securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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