

CRABILL R LEE
Form 4
February 12, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CRABILL R LEE

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)
9690 DEERECO ROAD, SUITE 100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2007

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

TIMONIUM, MD 21093

4. If Amendment, Date Original
Filed(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
Person

(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 Ownership (Instr. 4)
OHI Common Stock	02/08/2007		S	4,200 D	\$ 18.35 127,467	D	
OHI Common Stock	02/08/2007		S	1,100 D	\$ 18.36 126,367	D	
OHI Common Stock	02/08/2007		S	1,100 D	\$ 18.37 125,267	D	
OHI Common	02/08/2007		S	700 D	\$ 18.38 124,567	D	

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Stock

OHI Common Stock	02/08/2007	S	900	D	\$ 18.39	123,667	D
OHI Common Stock	02/08/2007	S	5,600	D	\$ 18.4	118,067	D
OHI Common Stock	02/08/2007	S	700	D	\$ 18.41	117,367	D
OHI Common Stock	02/08/2007	S	500	D	\$ 18.42	116,867	D
OHI Common Stock	02/08/2007	S	1,000	D	\$ 18.43	115,867	D
OHI Common Stock	02/08/2007	S	1,000	D	\$ 18.44	114,867	D
OHI Common Stock	02/08/2007	S	2,200	D	\$ 18.45	112,667	D
OHI Common Stock	02/08/2007	S	400	D	\$ 18.46	112,267	D
OHI Common Stock	02/08/2007	S	200	D	\$ 18.47	112,067	D
OHI Common Stock	02/08/2007	S	400	D	\$ 18.48	111,667	D

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

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SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRABILL R LEE 9690 DEERECO ROAD SUITE 100 TIMONIUM, MD 21093	Senior Vice President			

Signatures

Thomas Peterson, Attorney-in-Fact	02/12/2007
<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).

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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