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OMEGA HEALTHCARE INVESTORS INC  
Form 10-Q/A  
March 03, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM 10-Q/A  
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11316

OMEGA HEALTHCARE  
INVESTORS, INC.

(Exact name of Registrant as specified in its charter)

Maryland  
(State of Incorporation)

38-3041398  
(I.R.S. Employer Identification No.)

9690 Deereco Road, Suite 100, Timonium, MD 21093  
(Address of principal executive offices)

(410) 427-1700  
(Telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No   
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Indicate the number of shares outstanding of each of the issuer's classes of common stock as of June 30, 2002

Common Stock, \$.10 par value (Class)	37,131,144 (Number of shares)
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Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Exhibit	Description
3.(i)	Articles of Amendment to the Articles of Incorporation of Omega Healthcare Investors, Inc. as of June 3, 2002.

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(previously filed)

- 3.(ii) Amended and Restated Bylaws of Omega Healthcare Investors, Inc. as of May 30, 2002. (corrected version filed herewith)
- 99.1 Certification of the Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002. (previously filed)
- 99.2 Certification of the Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002. (previously filed)

(b) Reports on Form 8-K - none were filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.  
Registrant

Date: February 28, 2003 By: /s/ C. TAYLOR PICKETT  
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C. Taylor Pickett  
Chief Executive Officer

Date: February 28, 2003 By: /s/ ROBERT O. STEPHENSON  
-----  
Robert O. Stephenson  
Chief Financial Officer

CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, C. Taylor Pickett, Chief Executive Officer, certify that:

- 1. I have reviewed this amended quarterly report on Form 10-Q of Omega Healthcare Investors, Inc.; and
- 2. Based on my knowledge, this amendment to quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: February 28, 2003

/s/ C. TAYLOR PICKETT  
-----  
C. Taylor Pickett  
Chief Executive Officer

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CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Robert O. Stephenson, Chief Financial Officer, certify that:

1. I have reviewed this amended quarterly report on Form 10-Q of Omega Healthcare Investors, Inc.; and
2. Based on my knowledge, this amendment to quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: February 28, 2003

/s/ ROBERT O. STEPHENSON

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Robert O. Stephenson  
Chief Financial Officer