

OMNICELL, Inc
Form 4
October 10, 2007

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 *
LIPPS RANDALL A

(Last) (First) (Middle)
OMNICELL, INC., 1201
CHARLESTON ROAD
(Street)

MOUNTAIN
VIEW, CA 94043-1337

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 210,971 | D | |
| Common Stock | 10/08/2007 | | S | | 10,000 (3) | D | \$ 28.01 |
| Common Stock | 10/09/2007 | | S | | 10,000 (3) | D | \$ 29.17 |
| Common Stock | 10/10/2007 | | S | | 10,000 (3) | D | \$ 28.82 |
| Common Stock | | | | | 436,249 (6) | I | In Trust with Wife |

| 1. Title of 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| Common Stock | | 09/11/2007 | | G V | 20,000 | D \$ 0 | 416,249 | I | (1) In Trust with Wife (1) |
| Common Stock | | | | | | | 78,269 | I | In Trust for Children (2) (5) |
| Common Stock | | 10/08/2007 | | S | <u>2,000</u> (4) | D \$ 27.95 | 76,269 | I | In Trust for Children (2) |
| Common Stock | | 10/08/2007 | | S | <u>2,000</u> (4) | D \$ 28.08 | 74,269 | I | In Trust for Children (2) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIPPS RANDALL A OMNICELL, INC. | X | | President and CEO | |

1201 CHARLESTON ROAD
MOUNTAIN VIEW, CA 94043-1337

Signatures

/s/ Randall A.
Lipps

10/10/2007

**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) Shares held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) Sale made pursuant to a Rule 10b5-1 plan dated May 29, 2007 and adopted by Randall Lipps.
- (4) Sale made pursuant to a Rule 10b5-1 plan dated May 29, 2007 and adopted by Randall Lipps ACF Mr. Lipps' son U/CA/UTMA.
- (5) Shares held both directly and in trust for Mr. Lipps' son have been removed as he is financially independent of Mr. Lipps.

- An initial error was made on the Form 4 filed January 3, 2007 which stated a gift was made in the amount of 5,000 shares, where in fact the gift made was in the amount of 8,500 shares. While the number of gifted shares was incorrect, the cumulative total of shares owned
- (6) was correctly reported. In an attempt to correct the assumed errors, the Form 4 filed March 5, 2007 incorrectly stated the total number of shares held in trust. As of this filing, the number of shares held in trust is now accurately reflected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.