

LIPPS RANDALL A
Form 4
October 22, 2010

FORM 4

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

OMB APPROVAL

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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)
10/20/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | | | | | 77,550 | D | |
| Common Stock | 10/20/2010 | | M | | 315 A \$ 3.03 | 77,865 | D |
| Common Stock | 10/20/2010 | | S | | 315 ⁽³⁾ D \$ 13.12 | 77,550 | D |
| Common Stock | 10/20/2010 | | M | | 1,160 A \$ 5.15 | 78,710 | D |
| Common Stock | 10/20/2010 | | S | | 1,160 ⁽³⁾ D \$ 13.12 | 77,550 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|----------|---------|---|------------------------------|
| Common Stock | 10/20/2010 | M | 7,221 | A | \$ 5.15 | 84,771 | D | |
| Common Stock | 10/20/2010 | S | <u>7,221</u> (3) | D | \$ 13.12 | 77,550 | D | |
| Common Stock | 10/20/2010 | M | 2,676 | A | \$ 5.6 | 80,226 | D | |
| Common Stock | 10/20/2010 | S | <u>2,676</u> (3) | D | \$ 13.12 | 77,550 | D | |
| Common Stock | | | | | | 420,249 | I | In Trust with Wife (1) |
| Common Stock | | | | | | 56,269 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 3.03 | 10/20/2010 | | M | <u>315</u> (3) | 12/20/2003 12/20/2012 | Common Stock | 315 |
| Stock Option (Right to Buy) | \$ 5.15 | 10/20/2010 | | M | <u>1,160</u> (3) | 05/02/2003 05/02/2012 | Common Stock | 1,160 |
| | \$ 5.15 | 10/20/2010 | | M | | 05/02/2003 05/02/2012 | | 7,221 |

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| | | | | | | | | | |
|--------------------------------------|--------|------------|--|---|---------------------|------------|------------|-----------------|-------|
| Stock Option (Right to Buy) | | | | | 7,221 <u>(3)</u> | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 5.6 | 10/20/2010 | | M | 2,676 <u>(3)</u> | 09/21/2002 | 09/21/2011 | Common Stock | 2,676 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIPPS RANDALL A OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337 | X | | President and CEO | |

Signatures

/s/ Randall A. Lipps 10/22/2010

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 adopted on February 24, 2010.

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.