Luhr Renee M Form 4 February 22, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Luhr Renee M

(First)

(Street)

1201 CHARLESTON ROAD

MOUNTAIN VIEW, CA 94043

(Middle)

2. Issuer Name and Ticker or Trading Symbol

OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction

(Month/Day/Year) 02/21/2008

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner __ Other (specify X_ Officer (give title

below) below) **VP** Sales

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) Tabl	e I - Non-D	erivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 24,375	D	
Stock							21,373	Ъ	
Common Stock	02/21/2008		M	209 (1)	A	\$ 12.32	24,584	D	
Common Stock	02/21/2008		M	13 (3)	A	\$ 13.16	24,597	D	
Common Stock	02/21/2008		M	3 (3)	A	\$ 13.16	24,600	D	
Common Stock	02/21/2008		M	208 (2)	A	\$ 10.08	24,808	D	

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Common Stock	02/21/2008	M	312 (2)	A	\$ 10.58	25,120	D
Common Stock	02/21/2008	M	20 (2)	A	\$ 11.58	25,140	D
Common Stock	02/21/2008	M	2,084 (1)	A	\$ 11.66	27,224	D
Common Stock	02/21/2008	S	2,849 (4)	D	\$ 16.7	24,375	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)

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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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.32	02/21/2008		M		209	07/01/2005	08/17/2014	Common Stock	209
Stock Option (Right to Buy)	\$ 13.16	02/21/2008		M		13	07/21/2004	12/04/2009	Common Stock	13
Stock Option (Right to Buy)	\$ 13.16	02/21/2008		M		3	11/19/2004	12/04/2009	Common Stock	3
Stock Option (Right to Buy)	\$ 10.08	02/21/2008		M		208	02/03/2005	11/03/2014	Common Stock	208

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Stock Option (Right to Buy)	\$ 10.58	02/21/2008	M	312	03/07/2006	12/07/2015	Common Stock	312
Stock Option (Right to Buy)	\$ 11.58	02/21/2008	M	20	03/09/2006	02/01/2016	Common Stock	20
Stock Option (Right to Buy)	\$ 11.66	02/21/2008	M	2,084	04/03/2007	04/05/2016	Common Stock	2,084

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Luhr Renee M							
1201 CHARLESTON ROAD			VP Sales				
MOUNTAIN VIEW, CA 94043							

Signatures

/s/ Renee M.
Luhr

**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 vest ratably over a 36 month period.
- (2) Shares vest ratably over a 48 month period.
- (3) Shares vest 50% immediately, remaining 50% vests ratably thereafter for the next 48 months.
- (4) Sale made pursuant to a Rule 10b5-1 plan adopted on August 17, 2007.

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.

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