

Ngo Nhat H
Form 4
February 15, 2019

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 *
Ngo Nhat H

(Last) (First) (Middle)

C/O OMNICELL, INC., 590
E.MIDDLEFIELD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

EVP, Marketing, S & B D

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock				(A) or (D)			
			Code	V	Amount		
Common Stock	02/13/2019		A		3,041 (2)	A \$ 0 34,073	D
Common Stock	02/13/2019		A		3,496 (3)	A \$ 0 37,569	D

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**

SEC 1474
(9-02)

number.

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 78.91	02/13/2019		A	12,759 (1)	02/13/2020 02/12/2029	Common Stock	12,759

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ngo Nhat H C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043	EVP, Marketing, S & B D

Signatures

/s/ Nhat Ngo 02/15/2019

__Signature of Date
Reporting Person

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 shall vest ratably over 48 month period, with a year cliff.
- (2) Restricted Stock Units shall vest semiannually on 6/15 and 12/15 for a period of 4 years.

The Performance-based restricted stock unit awards vest as to 25% of the shares on the date of the Compensation Committee meeting in 2020 when the Committee reviews the performance-based metrics and determines if they were met or not with the remaining shares

- (3) vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2020 if the Company meets certain stock performance objectives compared to the NASDAQ Healthcare Index. The actual number of performance based stock awards that vest may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company's performance.

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.