

JOHNSTON DAN S  
Form 4  
August 24, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
JOHNSTON DAN S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

OMNICELL, INC., 1201 CHARLESTON ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
08/24/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

V.P. & General Counsel

(Street)

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

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

MOUNTAIN VIEW, CA 94043-1337

(City) (State) (Zip)

**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 or Price		
Common Stock					7,500	D	
Common Stock	08/24/2007		M		4,567 (1)	A	\$ 13.16 12,067 D
Common Stock	08/24/2007		S		4,567 (3)	D	\$ 24 7,500 D
Common Stock	08/24/2007		M		1,317 (2)	A	\$ 10.75 8,817 D
Common Stock	08/24/2007		S		1,317 (3)	D	\$ 23.7158 7,500 D

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Common Stock	08/24/2007	M	2,499 (2)	A	\$ 11.58	9,999	D
Common Stock	08/24/2007	S	2,499 (3)	D	\$ 23.7171	7,500	D
Common Stock	08/24/2007	M	417	A	\$ 6.5	7,917	D
Common Stock	08/24/2007	S	417 (3)	D	\$ 23.8	7,500	D
Common Stock	08/24/2007	S	468	D	\$ 23.8	7,032	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)

**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)	\$ 13.16	08/24/2007		M	4,567	11/24/2004 01/05/2013	Common Stock	4,567
Stock Option (Right to Buy)	\$ 10.75	08/24/2007		M	1,317	03/01/2005 12/01/2014	Common Stock	1,317
Stock Option (Right to Buy)	\$ 11.58	08/24/2007		M	2,499	03/07/2006 02/01/2016	Common Stock	2,499
Stock Option	\$ 6.5	08/24/2007		M	417	07/01/2005 06/01/2015	Common Stock	417

(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON DAN S OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337			V.P. & General Counsel	

## Signatures

/s/ Dan S.  
Johnston

08/24/2007

\_\_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 vest ratably over 36 months.
  - (2) Shares vest ratably over 48 months.
  - (3) Sale made pursuant to a Rule 10b5-1 plan adopted on August 8, 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.