

LIPPS RANDALL A
Form 4
October 24, 2011

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

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2011

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

MOUNTAIN VIEW, CA 94043-1337

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					124,451	D	
Common Stock	10/20/2011		M	939 A \$ 3.03	125,390	D	
Common Stock	10/20/2011		S	939 ⁽³⁾ D \$ 14.85	124,451	D	
Common Stock	10/20/2011		M	1,159 A \$ 5.15	125,610	D	
Common Stock	10/20/2011		S	1,159 ⁽³⁾ D \$ 14.83	124,451	D	

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Common Stock	10/20/2011	M	7,223	A	\$ 5.15	131,674	D	
Common Stock	10/20/2011	S	<u>7,223</u> (3)	D	\$ 14.83	124,451	D	
Common Stock	10/20/2011	M	2,407	A	\$ 10.75	126,858	D	
Common Stock	10/20/2011	S	<u>2,407</u> (3)	D	\$ 15.01	124,451	D	
Common Stock						420,249	I	In Trust with Wife (1)
Common Stock						38,012	I	In Trust for Children (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	10/20/2011		S	<u>939</u> (3)	12/20/2003 12/20/2012	Common Stock	939
Stock Option (Right to Buy)	\$ 5.15	10/20/2011		S	<u>1,160</u> (3)	05/02/2003 05/02/2012	Common Stock	1,160
	\$ 5.15	10/20/2011		S		05/02/2003 05/02/2012		7,223

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Stock Option (Right to Buy)					7,223 <u>(3)</u>			Common Stock	
Stock Option (Right to Buy)	\$ 10.75	10/20/2011		M	2,407 <u>(3)</u>	12/01/2005	12/01/2014	Common Stock	2,407

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

10/24/2011

**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 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.
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