

LIPPS RANDALL A

Form 4

February 08, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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 /CA/ [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
01/12/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/05/2007		M		2,655	A \$ 2.75	167,768 D
Common Stock	02/05/2007		M		4,845	A \$ 3.03	172,613 D
Common Stock	02/05/2007		S		7,500 (4)	D \$ 20.7667	165,113 (5) D
Common Stock	02/06/2007		M		7,500	A \$ 3.03	172,613 D
Common Stock	02/06/2007		S		7,500 (4)	D \$ 20.6939	165,113 D

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Common Stock	02/07/2007	M	25,000 (9)	A	\$ 20.95	190,113	D	
Common Stock						438,749 (5)	I	In Trust with Wife (1)
Common Stock	01/12/2007	P	25 (6)	A	\$ 17.77	80,393	I	In Trust for Children (2)
Common Stock	02/06/2007	S	1,000 (7)	D	\$ 20.68	79,393	I	In Trust for Children (2)
Common Stock						6,728	I	Held by Son (3)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 2.75	02/05/2007		M		2,655		03/31/2003	11/05/2009	Common Stock	2,655
Stock Option (Right to Buy)	\$ 3.03	02/05/2007		M		4,845		12/21/2002	12/20/2012	Common Stock	4,845
Stock Option (Right ot Buy)	\$ 3.03	02/06/2007		M		7,500		12/21/2002	12/20/2012	Common Stock	7,500

Stock										
Option	\$ 20.95	02/07/2007		A	140,000	02/01/2007	02/07/2017	Common	140,000	
(Right to Buy)								Stock	(8)	

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 02/08/2007

**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 held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) Shares held by Mr. Lipps' son.
- (4) Sale made pursuant to a Rule 10b5-1 selling plan adopted on November 29, 2006.
- (5) Total reflects correction made based upon a calculation error on the Form 4 filed December 28, 2006.
- (6) Shares purchased for the benefit of Mr. Lipps' daughter and held by an IRA Trust.
- (7) Shares sold by Mr. Lipps' son.
- (8) Shares vest ratabaly over 48 months.
- (9) Grant of restricted shares in consideration of services. Shares shall vest semiannually over 48 months.

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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