

OMNICELL, Inc
Form 4
November 05, 2007

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 *
Luhr Renee M

(Last) (First) (Middle)
1201 CHARLESTON ROAD
(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)
11/01/2007

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)
VP Sales

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					13,125	D	
Common Stock	11/01/2007		M	417 ⁽¹⁾ A	\$ 13.16 13,542	D	
Common Stock	11/01/2007		M	208 ⁽¹⁾ A	\$ 12.32 13,750	D	
Common Stock	11/01/2007		M	13 ⁽³⁾ A	\$ 13.16 13,763	D	
Common Stock	11/01/2007		M	2 ⁽³⁾ A	\$ 13.16 13,765	D	

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Common Stock	11/01/2007	M	209 <u>(2)</u>	A	\$ 10.08	13,974	D
Common Stock	11/01/2007	M	312 <u>(2)</u>	A	\$ 10.58	14,286	D
Common Stock	11/01/2007	M	21 <u>(2)</u>	A	\$ 11.58	14,307	D
Common Stock	11/01/2007	M	2,083 <u>(1)</u>	A	\$ 11.66	16,390	D
Common Stock	11/01/2007	M	1,042 <u>(2)</u>	A	\$ 20.95	17,432	D
Common Stock	11/01/2007	S	3,265 <u>(4)</u>	D	\$ 26.14	14,167	D
Common Stock	11/01/2007	S	1,042 <u>(4)</u>	D	\$ 26.01	13,125	D

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)	\$ 13.16	11/01/2007		M	417	11/01/2004 12/04/2013	Common Stock	417
Stock Option (Right to Buy)	\$ 12.32	11/01/2007		M	208	07/01/2005 08/17/2014	Common Stock	208
Stock Option	\$ 13.16	11/01/2007		M	13	07/21/2004 12/04/2009	Common Stock	13

(Right to Buy)									
Stock Option (Right to Buy)	\$ 13.16	11/01/2007	M	2	11/19/2004	12/04/2009	Common Stock	2	
Stock Option (Right to Buy)	\$ 10.08	11/01/2007	M	209	02/03/2005	11/03/2014	Common Stock	209	
Stock Option (Right to Buy)	\$ 10.58	11/01/2007	M	312	03/07/2006	12/07/2015	Common Stock	312	
Stock Option (Right to Buy)	\$ 11.58	11/01/2007	M	21	03/09/2006	02/01/2016	Common Stock	21	
Stock Option (Right to Buy)	\$ 11.66	11/01/2007	M	2,083	04/03/2007	04/05/2016	Common Stock	2,083	
Stock Option (Right to Buy)	\$ 20.95	11/01/2007	M	1,042	02/01/2007	02/07/2017	Common Stock	1,042	

Reporting Owners

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

Signatures

/s/ Renee M.
Luhr

11/05/2007

**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 a 36 month period.

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- (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.
- (5) Correction to reflect the number of shares beneficially owned from grant numbers A9001972 (NQ) and 99001972 (ISO).

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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