

LIPPS RANDALL A

Form 4

July 06, 2012

**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

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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 [OMCL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/03/2012

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A) or<br>Disposed of (D)<br>Code (Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                                               | (A)<br>or<br>(D)                                                    | Price                                                                                                              |                                                                      |                                                                                |
|                                       |                                         |                                                             | Code                                                          | V                                                                   | Amount                                                                                                             |                                                                      |                                                                                |
| Common<br>Stock                       | 07/03/2012                              |                                                             | M                                                             |                                                                     | 45,705                                                                                                             | A                                                                    | \$ 7.94 212,499 D                                                              |
| Common<br>Stock                       | 07/03/2012                              |                                                             | S                                                             |                                                                     | 45,705                                                                                                             | D                                                                    | \$ 14.59 166,794 D                                                             |
| Common<br>Stock                       | 07/03/2012                              |                                                             | S                                                             |                                                                     | 2,272<br>(3)                                                                                                       | D                                                                    | \$ 14.55 164,522 D                                                             |
| Common<br>Stock                       |                                         |                                                             |                                                               |                                                                     |                                                                                                                    |                                                                      | 387,613 I In Trust<br>with Wife                                                |

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|                 |        |   |                                    |
|-----------------|--------|---|------------------------------------|
| Common<br>Stock | 44,414 | I | (1)                                |
|                 |        |   | In Trust<br>for<br>Children<br>(2) |

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 number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 7.94                                                               | 07/03/2012                              |                                                             | S                                       |                                                                                                              | 45,705                                                         |     | 01/01/2010                                                          | 02/04/2019         | Common<br>Stock | 45,705<br>(3)                       |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                   |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer           | Other |
| LIPPS RANDALL A<br>OMNICELL, INC.<br>1201 CHARLESTON ROAD<br>MOUNTAIN VIEW, CA 94043-1337 |               | X         | President and CEO |       |

## Signatures

/s/ Sabrina Abraham, Attorney-in-fact for Randall A.  
Lipps

07/06/2012

\_\_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) Shares sold pursuant to a Rule 105-1 Plan dated March 9,2012.

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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