

Kuipers Peter J.
Form 4
September 10, 2018

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 *
Kuipers Peter J.

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)
590 E. MIDDLEFIELD RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V P& CFO

MOUNTAIN VIEW, CA 94043
(City) (State) (Zip)

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

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					51,542	D	
Common Stock	09/10/2018		M	5,574 (1) A \$ 0	57,116	D	
Common Stock	09/10/2018		S	2,343 D \$ 68.9355 (2)	54,773	D	
Common Stock	09/10/2018		S	1,086 D \$ 68.7836 (3)	53,687	D	
	09/10/2018		S	261 D	53,426	D	

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Common Stock						\$ 68.936		
						<u>(4)</u>		
Common Stock	09/10/2018		S	1,884	D	\$ 68.8177	51,542	D
						<u>(5)</u>		

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.

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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 Options NQ (Right to Buy)	\$ 32.78	09/10/2018		M	2,343 <u>(1)</u>	09/01/2016 09/01/2025	Common Stock	2,343
Stock Options NQ (Right to Buy)	\$ 27.7	09/10/2018		M	1,086 <u>(1)</u>	02/04/2017 02/04/2027	Common Stock	1,086
Stock Options NQ (Right to Buy)	\$ 36.7	09/10/2018		M	261 <u>(1)</u>	02/08/2018 02/08/2027	Common Stock	261
Stock Options NQ (Right to Buy)	\$ 36.7	09/10/2018		M	1,884 <u>(1)</u>	02/08/2018 02/08/2027	Common Stock	1,884

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuipers Peter J. 590 E. MIDDLEFIELD RD MOUNTAIN VIEW, CA 94043			Executive V P& CFO	

Signatures

/s/ Peter J.
Kuipers

09/10/2018

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.
The price reported in Column 4 is the average price of \$68.9355. The shares sold between \$68.7250 to \$69.40. This transaction was effected to reflect additional shares that should have been sold on July 16, 2018 pursuant to the 10b5-1 trading plan that were not in fact sold because of an administrative broker error in executing the plan.
- (2) The price reported in Column 4 is the average price of \$68.7836. The sold price range was between \$68.725 to \$69.95. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is the average price of \$68.9360. The sold price range was between \$68.85 to \$69.025. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is the average price of \$68.8177. The sold price range was between \$68.7250 to \$69.15. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5)

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.