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# OMNICELL, INC

Reported by

**LIPPS RANDALL A**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/22/11 for the Period Ending 07/20/11

| | |
|---|---|
| Address | 1201 CHARLESTON ROAD<br>MOUNTAIN VIEW, CA 94043-1337 |
| Telephone | 6502516100 |
| CIK | 0000926326 |
| Symbol | OMCL |
| SIC Code | 3571 - Electronic Computers |
| Industry | Software & Programming |
| Sector | Technology |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

OMB APPROVAL
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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **LIPPS RANDALL A**<br>(Last) (First) (Middle) | **OMNICELL, Inc [ OMCL ]** | __ **X** __ Director _____ 10% Owner |
| **OMNICELL, INC., 1201 CHARLESTON ROAD**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**7/20/2011** | __ **X** __ Officer (give title below) _____ Other (specify below)<br>**President and CEO** |
| **MOUNTAIN VIEW, CA 94043-1337**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | | | | | | | | **124451** | **D** | |
| **Common Stock** | **7/20/2011** | | **M** | | **940** | **A** | **$3.03** | **125391** | **D** | |
| **Common Stock** | **7/20/2011** | | **S** | | **940** (3) | **D** | **$16.45** | **124451** | **D** | |
| **Common Stock** | **7/20/2011** | | **M** | | **1160** | **A** | **$5.15** | **125611** | **D** | |
| **Common stock** | **7/20/2011** | | **S** | | **1160** (3) | **D** | **$16.45** | **124451** | **D** | |
| **Common Stock** | **7/20/2011** | | **M** | | **7220** | **A** | **$5.15** | **131671** | **D** | |
| **Common Stock** | **7/20/2011** | | **S** | | **7220** (3) | **D** | **$16.45** | **124451** | **D** | |
| **Common Stock** | **7/20/2011** | | **M** | | **2407** | **A** | **$10.75** | **126858** | **D** | |
| **Common Stock** | **7/20/2011** | | **S** | | **2407** (3) | **D** | **$16.49** | **124451** | **D** | |
| **Common Stock** | | | | | | | | **420249** | **I** | **In Trust with Wife** (1) |
| **Common Stock** | | | | | | | | **43984** | **I** | **In Trust for Children** (2) |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Stock Option (Right to Buy)** | **$3.03** | **7/20/2011** | | **S** | | | **940** (3) | **12/20/2003** | **12/20/2012** | **Common Stock** | **940** | **$0** | **5634** | **D** | |
| **Stock Option (Right to Buy)** | **$5.15** | **7/20/2011** | | **S** | | | **1160** (3) | **5/2/2003** | **5/2/2012** | **Common Stock** | **1160** | **$0** | **2319** | **D** | |
| **Stock Option (Right to Buy)** | **$5.15** | **7/20/2011** | | **S** | | | **7220** (3) | **5/2/2003** | **5/2/2012** | **Common Stock** | **7220** | **$0** | **14443** | **D** | |
| **Stock Option (Right to Buy)** | **$10.75** | **7/20/2011** | | **S** | | | **2407** (3) | **12/1/2005** | **12/1/2014** | **Common Stock** | **2407** | **$0** | **185558** | **D** | |

**Explanation of Responses:**

**( 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.

**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/ Randall A. Lipps** — **7/22/2011**

** Signature of Reporting Person — Date

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

***** 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).

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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