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OMNICELL, INC

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NGO NHAT H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/16/12 for the Period Ending 02/07/12

Address	1201 CHARLESTON ROAD 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)
Ngo Nhat H (Last) (First) (Middle)	**OMNICELL, Inc [OMCL]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **VP, Strategy & Business Dev.**
C/O OMNICELL, INC. 1201 CHARLESTON ROAD (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/7/2012**	
MOUNTAIN VIEW, CA 94043 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. 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								**30728**	**D**	
Common Stock	**2/7/2012**		**A**		**6250** (1)	**A**	**$ 0**	**36978**	**D**	
Common Stock	**2/7/2012**		**A**		**12500** (3)	**A**	**$ 0**	**49478**	**D**	

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)	**$16.7**	**2/7/2012**		**A**		**12500**		**2/7/2013**	**2/6/2022**	**Common Stock**	**12500** (2)	**$ 0**	**12500**	**D**	

Explanation of Responses:

(1) Shares shall vest semiannually over 48 months.

(2) Shares vest ratably over a 48 month period, with a 1 year cliff.

(3) If Omnicell meets certain total shareholder return objectives compared to the NASDAQ Healthcare Index, the units are scheduled to vest 25% on the date of the Compensation Committee of the Company's Board of Directors (the "Committee") meeting in 2013 when the Committee reviews such objectives and determines if they were met or not, with the remaining shares vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2013 if such objectives are met. The number of units that vest may be 0%, 50% or 100% of the number reflected, depending upon the Company's performance against the objectives. Vested restricted stock units will be paid in an equal number of shares of the Omnicell's common stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ngo Nhat H **C/O OMNICELL, INC. 1201 CHARLESTON ROAD** **MOUNTAIN VIEW, CA 94043**			**VP, Strategy & Business Dev.**	

Signatures

/s/ Nhat Ngo **3/16/2012**

** 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.

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.