

**OMNICELL, INC**  
Reported by  
**JOHNSTON DAN S**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 08/18/17 for the Period Ending 08/18/17

Address	590 E. MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043
Telephone	6502516100
CIK	0000926326
Symbol	OMCL
SIC Code	3571 - Electronic Computers
Industry	Advanced Medical Equipment & Technology
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>JOHNSTON DAN S</b>  (Last) (First) (Middle)  <b>C/O OMNICELL, INC., 590 E.MIDDLEFIELD</b>  (Street)  <b>MOUNTAIN VIEW, CA 94043</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>OMNICELL, Inc [ OMCL ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/18/2017</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP-Chief Legal &amp; Admin Off</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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								51621	D	
Common Stock	8/18/2017		S		8000	D	\$48.8362 (2)	43621	D	
Common Stock	8/18/2017		S		8400	D	\$48.8811 (1)	35221	D	
Common Stock	8/18/2017		M		8400 (3)	A	\$0	43621	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				
Nq Stock Options (right to buy)	\$16.70	8/18/2017		M		4200 (3)		7/2/2013	7/2/2022	Common Stock	4200	\$0	4200	D	
Nq Stock Options (right to buy)	\$17.29	8/18/2017		M		4200		2/5/2014	2/5/2023	Common Stock	4200	\$0	4200	D	

**Explanation of Responses:**

- The price reported in Column 4 is the average price of \$48.8811. The shares sold between \$48.30 to \$49.25. 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.
- F2 The price reported in Column 4 is the average price of \$48.8362. The shares sold between \$48.25 to \$49.20. 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.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON DAN S C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043			EVP-Chief Legal & Admin Off	

**Signatures**

/s/ Dan S. Johnston

8/18/2017

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.