

OMNICELL, INC
Reported by
LIPPS RANDALL A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/15/17 for the Period Ending 06/13/17

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

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

1. Name and Address of Reporting Person -* LIPPS RANDALL A (Last) (First) (Middle) C/O OMNICELL, INC., 590 E.MIDDLEFIELD (Street) MOUNTAIN VIEW, CA 94043 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol OMNICELL, Inc [OMCL] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/13/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman, President, and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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								208982	D	
Common Stock								393228	I	In Trust with Wife (1)
Common Stock								15549	I	In Trust for Children (2)
Common Stock	6/13/2017		M		32600 (3)	A	\$0	241582	D	
Common Stock	6/13/2017		S		32600	D	\$43 (4)	208982	D	
Common Stock	6/15/2017		F		8033 (5)	D	\$42.95	200949	D	
Common Stock	6/15/2017		F		4398 (5)	D	\$42.95	196551	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				
Non-Qualified Options (right to buy)	\$16.70	6/13/2017		M		32600 (3)		2/7/2013	2/7/2022	Common Stock	32600	\$0	32600	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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.
- (4) The price reported in Column 4 is the Exact price for all the shares sold. 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) The sales reported in this Form 4 were mainly to cover tax withholding obligations in connection with the vesting of restricted stock units that occurred immediately prior to the date of sale.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LIPPS RANDALL A C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043	X	Chairman, President, and CEO	
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Signatures

/s/ Randall A. Lipps

6/15/2017

**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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