

Luhr Renee M
 Form 3/A
 May 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Luhr Renee M</p> <p>(Last) (First) (Middle)</p> <p>1201 CHARLESTON ROAD</p> <p>(Street)</p> <p>MOUNTAIN VIEW, CA 94043</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/09/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>OMNICELL INC /CA/ [OMCL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP Sales</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/17/2006</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	828	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	10/31/2004	12/03/2013	Common Stock	20,000 ⁽¹⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	07/21/2004	12/03/2013	Common Stock	1,250 ⁽²⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	10/19/2004	12/03/2013	Common Stock	698 ⁽³⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	10/19/2004	12/03/2013	Common Stock	552 ⁽⁴⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	12/04/2008	12/03/2013	Common Stock	1,250 ⁽⁵⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	12/04/2008	12/03/2013	Common Stock	1,250 ⁽⁵⁾	\$ 13.16	D	Â
Stock Option(Right to Buy)	07/01/2005	08/16/2014	Common Stock	1,157 ⁽⁶⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	07/01/2005	08/16/2014	Common Stock	8,843 ⁽⁶⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	02/03/2005	11/02/2014	Common Stock	7,235 ⁽⁷⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	02/03/2005	11/02/2014	Common Stock	2,765 ⁽⁷⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	06/01/2005	05/31/2015	Common Stock	5,000 ⁽⁸⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	03/07/2006	12/06/2015	Common Stock	15,000 ⁽⁹⁾	\$ 13.16	D	Â
Stock Option (Right to Buy)	03/09/2006	01/31/2016	Common Stock	1,000 ⁽¹⁰⁾	\$ 13.16	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luhr Renee M 1201 CHARLESTON ROAD MOUNTAIN VIEW,Â CAÂ 94043	Â	Â	Â VP Sales	Â

Signatures

/s/ Renee M.
Luhr

05/05/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares subject to option vest as follows: 25% vests on November 1, 2005; balance vests ratably monthly thereafter for 36 months
- (2) Shares subject to option vest as follows: 50% vests immediately; 50% vests on July 21, 2008
- (3) Shares subject to option vest as follows: 50% vests immediately, 50% vests on October 19, 2008
- (4) Fully vested
- (5) Shares subject to option vest as follows: 100% vests on December 4, 2008, subject to acceleration upon completion of certain milestones
- (6) Shares subject to option vest as follows: 25% vests on July 1, 2005, balance vests ratably monthly thereafter for 36 months
- (7) Shares subject to option vest as follows: 6.25% vests on February 3, 2005; balance vests ratably monthly thereafter for 48 months
- (8) Shares subject to option vest as follows: 100% vests on June 1, 2007, subject to acceleration upon completion of certain milestones
- (9) Shares subject to option vest as follows: 25% vests on March 7, 2006, balance vests ratably monthly thereafter for 36 months
- (10) Shares subject to option vest as follows: 1/48th vests monthly commencing on February 9, 2006

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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