

LIPPS RANDALL A
Form 4
February 10, 2010

FORM 4

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

OMB APPROVAL

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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, 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)

1. Name and Address of Reporting Person *
LIPPS RANDALL A

(Last) (First) (Middle)
OMNICELL, INC., 1201 CHARLESTON ROAD
(Street)

MOUNTAIN VIEW, CA 94043-1337

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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					103,640	D	
Common Stock	02/08/2010		M		2,515	A	\$ 10.4
Common Stock	02/08/2010		S		2,515	D	\$ 12.3
Common Stock	02/09/2010		M		8,951	A	\$ 10.4
Common Stock	02/09/2010		S		8,951	D	\$ 12.35

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Common Stock	02/09/2010	M	20,734	A	\$ 5.6	124,374	D	
Common Stock	02/09/2010	S	20,734	D	\$ 12.35	103,640	D	
Common Stock	02/09/2010	S	12,500	D	\$ 12.35	91,140	D	
Common Stock	02/09/2010	S	7,815	D	\$ 12.35	83,325	D	
Common Stock						418,249	I	In Trust with Wife <u>(1)</u>
Common Stock						64,269	I	In Trust for Children <u>(2)</u>

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.4	02/08/2010		M	2,515	04/03/2001	04/03/2010	Common Stock	2,515
Common Stock (Right to Buy)	\$ 10.4	02/09/2010		M	8,951	04/03/2001	04/03/2010	Common Stock	8,951
Common Stock (Right to	\$ 5.6	02/09/2010		M	20,734	09/21/2002	09/21/2011	Common Stock	20,734

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPPS RANDALL A OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337	X		President and CEO	

Signatures

/s/ Randall A.
Lipps

02/10/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares held in trust with Mr. Lipps' wife.
 - (2) Shares held in trust for the benefit of Mr. Lipps' children.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.