OMNICELL INC /CA/ Form SC 13G December 17, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934 (Amendment No.)*

Omnicell, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68213N109

(CUSIP Number)

December 7, 2004

Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- ý Rule 13d-1(c)
- o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 68213N109 Page 2 of 17 Pages 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON **Citadel Limited Partnership** 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* ý (b) o 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership U.S.A. 5. SOLE VOTING POWER 0 SHARED VOTING POWER 6. NUMBER OF 1,215,448 shares of Common Stock **SHARES** BENEFICIALLY SOLE DISPOSITIVE POWER 7. OWNED BY **EACH** REPORTING 0 **PERSON** WITH 8. SHARED DISPOSITIVE POWER See Row 6 above. 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10. **CERTAIN SHARES*** o 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004). 12. TYPE OF REPORTING PERSON*

PN; HC

CUSIP No. 68213N109 Page 3 of 17 Pages 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON GLB Partners, L.P. 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* ý (b) o 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited partnership U.S.A. 5. SOLE VOTING POWER SHARED VOTING POWER NUMBER OF 1,215,448 shares of Common Stock **SHARES BENEFICIALLY** 7. SOLE DISPOSITIVE POWER OWNED BY **EACH** REPORTING 0 **PERSON** WITH 8. SHARED DISPOSITIVE POWER See Row 6 above. 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10. **CERTAIN SHARES*** o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004). 12. TYPE OF REPORTING PERSON* PN; HC

CUSIP No. 68213N109				Page 4 of 17 Pages
1.	NAME OF REPORTING PERSON			
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Citadel Inv	estment Gro	oup, L.L.C.	
2.	CHECK TH (a) (b)	·		
3.	SEC USE C	ONLY		
4.	CITIZENSI	HIP OR PLAC	CE OF ORGANIZATION	
	Delaware li U.S.A.	imited liabili	ty company	
		5.	SOLE VOTING POWER	
			0	
NUMBER OF SHARES		6.	SHARED VOTING POWER 1,215,448 shares of Common Stock	
BENEFIC OWNE	ED BY	7.	SOLE DISPOSITIVE POWER	
	EACH REPORTING		0	
WI		8.		
			SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGA See Row 6 :		T BENEFICIALLY OWNED BY EACH REPORTIN	NG PERSON
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004).			
12.	TYPE OF R	REPORTING	PERSON*	
	оо; нс			

CUSIP No. 68213N109 Page 5 of 17 Pages 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON **Kenneth Griffin** 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* ý (b) o 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen U.S.A. 5. SOLE VOTING POWER 0 6. SHARED VOTING POWER NUMBER OF 1,215,448 shares of Common Stock **SHARES** BENEFICIALLY SOLE DISPOSITIVE POWER 7. OWNED BY **EACH** REPORTING 0 **PERSON** WITH 8. SHARED DISPOSITIVE POWER See Row 6 above. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9. See Row 6 above. 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES **CERTAIN SHARES*** o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004). 12. TYPE OF REPORTING PERSON* IN; HC

CUSIP No. 682131	N109	Page 6 of 17 Pages	
1.	NAME OF	REPORTING	G PERSON
	S.S. OR I.R.	S. IDENTIFI	ICATION NO. OF ABOVE PERSON
	Citadel We	llington Part	eners L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)		
3.	SEC USE O	NLY	
4.	CITIZENSH	IIP OR PLAC	CE OF ORGANIZATION
	Illinois limi U.S.A.	ted partners	hip
		5.	SOLE VOTING POWER
			0
NUMBI SHAI	RES	6.	SHARED VOTING POWER 1,215,448 shares of Common Stock
BENEFIC OWNE	ED BY	7.	SOLE DISPOSITIVE POWER
EAG REPOR PERS	RTING		0
WIT		8.	
			SHARED DISPOSITIVE POWER See Row 6 above.
9.	AGGREGA See Row 6 a		T BENEFICIALLY OWNED BY EACH REPORTING PERSON
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004).		
12.	TYPE OF R	EPORTING	PERSON*
	PN; HC		

CUSIP No. 68213N109			Page 7 of 17 Pages	
1.	NAME OF I	REPORTING P	ERSON	
	S.S. OR I.R.	S. IDENTIFICA	ATION NO. OF ABOVE PERSON	
	Citadel Wel	lington Partne	ers L.P. SE	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)			
3.	SEC USE O	NLY		
4.	CITIZENSH	IIP OR PLACE	OF ORGANIZATION	
	Delaware lin U.S.A.	mited partners	ship	
		5.	SOLE VOTING POWER	
			0	
NUMBE Shaf	RES	6.	SHARED VOTING POWER 1,215,448 shares of Common Stock	
BENEFIC OWNE EAC	D BY CH	7.	SOLE DISPOSITIVE POWER	
REPOR' PERS			0	
WIT	Ή	8.		
			SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGA' See Row 6 a		BENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004).			
12.	TYPE OF R	EPORTING PE	ERSON*	
	PN; HC			

CUSIP No. 68213N109 Page 8 of 17 Pages 1. NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Kensington Global Strategies Fund Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2. (b) o 3. SEC USE ONLY 4. CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda company SOLE VOTING POWER 5. 0 6. SHARED VOTING POWER NUMBER OF 1,215,448 shares of Common Stock **SHARES** BENEFICIALLY 7. SOLE DISPOSITIVE POWER OWNED BY **EACH** REPORTING 0 **PERSON** WITH 8. SHARED DISPOSITIVE POWER See Row 6 above. 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10. **CERTAIN SHARES*** o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11. Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004). TYPE OF REPORTING PERSON* 12. CO; HC

CUSIP No. 682131	N109			Page 9 of 17 Pages
1.	NAME OF RE	EPORTING PE	RSON	
	S.S. OR I.R.S.	IDENTIFICAT	TION NO. OF ABOVE PERSON	
	Citadel Equit	y Fund Ltd.		
2.	CHECK THE (a) (b)	APPROPRIAT	E BOX IF A MEMBER OF A GROUP*	ý o
3.	SEC USE ON	LY		
4.	CITIZENSHII	P OR PLACE O	F ORGANIZATION	
	Cayman Islar	nds company		
		5.	SOLE VOTING POWER	
			0	
NUMBER OF 6. SHARES BENEFICIALLY		6.	SHARED VOTING POWER 1,215,448 shares of Common Stock	
OWNE EAG	ED BY	7.	SOLE DISPOSITIVE POWER	
REPOR PERS	RTING		0	
WI		8.	CHADED DISPOSITIVE DOWED	
			SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGATI See Row 6 ab		ENEFICIALLY OWNED BY EACH REPO	ORTING PERSON
10.		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004).			
12.	TYPE OF REI	PORTING PER	SON*	
	со, нс			

CUSIP No. 68213N	1109			Page 10 of 17 Pages
1.	NAME OF R	EPORTING PER	SON	
	S.S. OR I.R.S	. IDENTIFICAT	ION NO. OF ABOVE PERSON	
	Aragon Inve	stments, Ltd.		
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ý (b) o			
3.	SEC USE ON	ILY		
4.	CITIZENSHI	P OR PLACE O	F ORGANIZATION	
	Bermuda con	npany		
		5.	SOLE VOTING POWER	
			0	
NUMBE SHAR	RES	6.	SHARED VOTING POWER 1,215,448 shares of Common Stock	
BENEFIC OWNEI EAC	D BY	7.	SOLE DISPOSITIVE POWER	
REPOR' PERS	TING		0	
WIT	Ή	8.		
			SHARED DISPOSITIVE POWER See Row 6 above.	
9.	AGGREGAT See Row 6 al		NEFICIALLY OWNED BY EACH REPO	RTING PERSON
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
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12.	TYPE OF RE	PORTING PERS	SON*	
	CO, BD			

CUSIP No. 682131	N109		Page 11 of 17 Pages
1.	NAME OF F	REPORTING PI	ERSON
	S.S. OR I.R.	S. IDENTIFICA	ATION NO. OF ABOVE PERSON
	Citadel Anta	aeus Internatio	onal Investments Ltd.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ý (b) o		
3.	SEC USE O	NLY	
4.	CITIZENSH	IIP OR PLACE	OF ORGANIZATION
	Cayman Isla	ands company	
		5.	SOLE VOTING POWER
			0
NUMBER OF SHARES		6.	SHARED VOTING POWER 1,215,448 shares of Common Stock
BENEFIC OWNE		7.	SOLE DISPOSITIVE POWER
EAC REPOR PERS	TING		0
WIT		8.	CHARLED DISDOCITIVE DOWED
			SHARED DISPOSITIVE POWER See Row 6 above.
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12.	TYPE OF RI	EPORTING PE	RSON*
	со, нс		

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Item	1(a)	Name of Issuer:	OMNICELL.	. INC.

1(b) Address of Issuer s Principal Executive Offices:

1201 Charleston Road Mountain View, California 94043

Item 2	2(a)	Name of Person Filing
Item 2	2(b)	Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

GLB Partners, L.P. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington Partners L.P. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Wellington Partners L.P. SE c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

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> Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Aragon Investments, Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Antaeus International Investments Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street, 32nd Floor Chicago, Illinois 60603 Cayman Islands company

2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share

CUSIP Number: **68213N109** 2(e)

Item 3 If this statement is filed pu	oursuant to Rules 13d-1(b), or	13d-2(b) or (c), check whether the p	erson filing is a:
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(a)	o	Broker or dealer registered under Section 15 of the Exchange Act;
(b)	O	Bank as defined in Section 3(a)(6) of the Exchange Act;
(c)	O	Insurance company as defined in Section 3(a)(19) of the Exchange Act;
(d)	O	Investment company registered under Section 8 of the Investment Company
		Act;
(e)	O	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f)	О	An employee benefit plan or endowment fund in accordance with Rule
		13d-1(b)(1)(ii)(F);
(g)	O	A parent holding company or control person in accordance with Rule
		13d-1(b)(1)(ii)(G);
(h)	О	A savings association as defined in Section 3(b) of the Federal Deposit
		Insurance Act;

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(i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. \circ

Item 4 Ownership:

CITADEL LIMITED PARTNERSHIP GLB PARTNERS, L.P. CITADEL INVESTMENT GROUP, L.L.C. KENNETH GRIFFIN CITADEL WELLINGTON PARTNERS L.P.

CITADEL WELLINGTON PARTNERS L.P. SE

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD. CITADEL EQUITY FUND LTD.

ARAGON INVESTMENTS, LTD.

CITADEL ANTAEUS INTERNATIONAL INVESTMENTS LTD.

(a) Amount beneficially owned:

1,215,448 shares of Common Stock

(b) Percent of class:

Approximately 4.8% as of the date of this filing (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) Shared power to vote or to direct the vote

See item (a) above.

(iii) Sole power to dispose or to direct the disposition of

(iv) Shared power to dispose or to direct the disposition of

See item (a) above.

The obligation to file this Schedule 13G arose on December 7, 2004. The Reporting Persons have subsequently reduced their beneficial ownership to the currently reported percentage. At no time since December 7, 2004 have the Reporting Persons been the beneficial owners of greater than 10% of the Company s outstanding Common Stock as determined in accordance with Rule 13d of the Securities Exchange Act of 1934.

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Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being

Reported on by the Parent Holding Company:

See Item 2 above.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

^{*} Adam C. Cooper is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on November 19, 2002, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Form 3 for Metals USA, Inc.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 16th day of December, 2004

KENNETH GRIFFIN

By: /s/ Adam C. Cooper

Adam C. Cooper, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

GLB Partners, L.P.,

its General Partner

Citadel Investment Group, L.L.C., By:

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing

Director and General Counsel

GLB PARTNERS, L.P.

By:

Citadel Investment Group, L.L.C., By:

its General Partner

/s/ Adam C. Cooper By:

> Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL WELLINGTON PARTNERS L.P.

Citadel Limited Partnership, By:

its General Partner

GLB Partners, L.P., By:

its General Partner

Citadel Investment Group, L.L.C., By:

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

/s/ Adam C. Cooper By:

> Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL EQUITY FUND LTD.

Citadel Limited Partnership, By:

CITADEL INVESTMENT GROUP, L.L.C.

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

/s/ Adam C. Cooper By:

> Adam C. Cooper, Senior Managing Director and General Counsel

CITADEL ANTAEUS INTERNATIONAL INVESTMENTS LTD.

Citadel Limited Partnership, By:

its Portfolio Manager

GLB Partners, L.P., By:

its General Partner

Citadel Investment Group, L.L.C., By:

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

By:

By:

By:

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CITADEL WELLINGTON PARTNERS L.P. SE

ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership,

its General Partner

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

dam C. Cooper By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel

Citadel Investment Group, L.L.C.,

Citadel Limited Partnership,

its Portfolio Manager

GLB Partners, L.P.,

its General Partner

its General Partner

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Adam C. Cooper

Adam C. Cooper, Senior Managing Director and General Counsel