

LIPPS RANDALL A  
Form 4  
October 24, 2011

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/20/2011

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

MOUNTAIN VIEW, CA 94043-1337

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock					124,451	D	
Common Stock	10/20/2011		M		939 A \$ 3.03	125,390	D
Common Stock	10/20/2011		S		939 <sup>(3)</sup> D \$ 14.85	124,451	D
Common Stock	10/20/2011		M		1,159 A \$ 5.15	125,610	D
Common Stock	10/20/2011		S		1,159 <sup>(3)</sup> D \$ 14.83	124,451	D

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Common Stock	10/20/2011	M	7,223	A	\$ 5.15	131,674	D	
Common Stock	10/20/2011	S	<u>7,223</u> (3)	D	\$ 14.83	124,451	D	
Common Stock	10/20/2011	M	2,407	A	\$ 10.75	126,858	D	
Common Stock	10/20/2011	S	<u>2,407</u> (3)	D	\$ 15.01	124,451	D	
Common Stock						420,249	I	In Trust with Wife (1)
Common Stock						38,012	I	In Trust for Children (2)

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

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(9-02)

**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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.03	10/20/2011		S	<u>939</u> (3)	12/20/2003 12/20/2012	Common Stock	939
Stock Option (Right to Buy)	\$ 5.15	10/20/2011		S	<u>1,160</u> (3)	05/02/2003 05/02/2012	Common Stock	1,160
	\$ 5.15	10/20/2011		S		05/02/2003 05/02/2012		7,223

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Stock Option (Right to Buy)					7,223 (3)			Common Stock	
Stock Option (Right to Buy)	\$ 10.75	10/20/2011		M	2,407 (3)	12/01/2005	12/01/2014	Common Stock	2,407

## 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  
10/24/2011

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.
  - (3) Sale made pursuant to a Rule 10b5-1 Plan dated February 24, 2010.
- 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.