

Luhr Renee M
Form 4/A
January 06, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Luhr Renee M

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1201 CHARLESTON ROAD

08/01/2008

VP Sales

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/04/2008

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

MOUNTAIN VIEW, CA 94043

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					22,500 ⁽⁵⁾	D	
Common Stock	08/01/2008		M	834 ⁽¹⁾ A \$ 12.32	23,334 ⁽⁶⁾	D	
Common Stock	08/01/2008		M	53 ⁽³⁾ A \$ 13.16	23,387 ⁽⁶⁾	D	
Common Stock	08/01/2008		M	10 ⁽³⁾ A \$ 13.16	23,397 ⁽⁶⁾	D	
Common Stock	08/01/2008		M	834 ⁽²⁾ A \$ 10.08	24,231 ⁽⁶⁾	D	

Edgar Filing: Luhr Renee M - Form 4/A

Common Stock	08/01/2008	M	1,250 (2)	A	\$ 10.58	25,481 (6)	D
Common Stock	08/01/2008	M	84 (2)	A	\$ 11.58	25,565 (6)	D
Common Stock	08/01/2008	M	8,334 (1)	A	\$ 11.66	33,899 (6)	D
Common Stock	08/01/2008	S	11,399 (4)	D	\$ 16.05	22,500 (6)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	\$ 12.32	08/01/2008		M	834	07/01/2005 08/17/2014	Common Stock	834
Stock Option (Right to Buy)	\$ 13.16	08/01/2008		M	53	07/21/2004 12/04/2009	Common Stock	53
Stock Option (Right to Buy)	\$ 13.16	08/01/2008		M	10	11/19/2004 12/04/2009	Common Stock	10
Stock Option (Right to Buy)	\$ 10.08	08/01/2008		M	834	02/03/2005 11/03/2014	Common Stock	834

Stock Option (Right to Buy)	\$ 10.58	08/01/2008	M	1,250	03/07/2006	12/07/2015	Common Stock	1,250
Stock Option (Right to Buy)	\$ 11.58	08/01/2008	M	84	03/09/2006	02/01/2016	Common Stock	84
Stock Option (Right to Buy)	\$ 11.66	08/01/2008	M	8,334	04/03/2007	04/05/2016	Common Stock	8,334

Reporting Owners

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

Signatures

/s/ Renee M. Luhr	01/06/2009
**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 vest ratably over a 36 month period.
- (2) Shares vest ratably over a 48 month period.
- (3) Shares vest 50% immediately, remaining 50% vests ratably thereafter for the next 48 months.
- (4) Sale made pursuant to a Rule 10b5-1 plan adopted on August 17, 2007.
- (5) Correction to reflect the correct number of securities beneficially owned. As correctly stated in the July 2, 2008 Form 4 filing, Ms. Luhr beneficially owned 22,500 shares of common stock as of that date.
- (6) Correction to reflect the correct number of securities beneficially owned as the number of shares of common stock Ms. Luhr beneficially owned as of August 1, 2008 was incorrectly reported in the original filing.

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.