Edgar Filing: YOUNGER WILLIAM H JR - Form 4

YOUNGER WILLIAM H JR

Form 4

August 25, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Ad YOUNGER | Symbol | 2. Issuer Name and Ticker or Trading Symbol OMNICELL, Inc [OMCL] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--------------------------------------|---|--|---|--|--|---|--|--|--|--|
| | (First) (MELL VENTURES, ROAD, SUITE | (Month/Da 755 08/21/20 | 3. Date of Earliest Transaction (Month/Day/Year) 08/21/2009 | | | title Othe | Owner | | | |
| | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | | |
| PALO ALTO |), CA 94304 | 2 110 (1101) | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (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) | Code | 4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership | | | |

| 1.11110 01 | 2. Transaction Date | ZII. Decilied | ٥. | T. Securiti | CS TICE | quircu | J. Milloullt of | o. Ownership | 7. I valuic of |
|------------|---------------------|--------------------|---------------------------------------|--------------|---------|----------------|------------------|--------------|----------------|
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of | | | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code (D) | | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 | and 5 |) | Owned | Indirect (I) | Ownership |
| | | | | , | | | Following | (Instr. 4) | (Instr. 4) |
| | | | , , , , , , , , , , , , , , , , , , , | | | Reported | | | |
| | | | (A) | | | Transaction(s) | | | |
| | | | C 1 W | | or | ъ. | (Instr. 3 and 4) | | |
| ~ | | | Code V | Amount | (D) | Price | | | ~ |
| Common | 08/21/2009 | | S | 25,951 | D | \$ 12 | 313,211 | ī | By Trust |
| Stock | 00/21/2007 | | 5 | 23,731 | ט | Ψ12 | 313,211 | 1 | (1) |
| _ | | | | | | | | | |
| Common | | | | | | | 4,864 | D (2) | |
| Stock | | | | | | | 7,007 | <u> </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 | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|--------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director

YOUNGER WILLIAM H JR SUTTER HILL VENTURES 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 94304

X

Signatures

/s/ William H. 08/25/2009 Younger

**Signature of Reporting 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).
- Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to reporting person's pecuniary interest in the trust.
- The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except to the reporting person's pecuniary interest therein.

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.

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