## Edgar Filing: LIPPS RANDALL A - Form 4

LIPPS RAN Form 4	IDALL A										
February 10	, 2010										
FORM 4 UNITED STATES SH					OMB APPROVAL						
Check th if no lon subject t Section Form 4 e Form 5 obligatio may con <i>See</i> Instr 1(b).	nger 16. 16. or Filed pu Dns Section 176	F CHAN Section 1 Public U	shington, IGES IN SECUR 6(a) of th tility Hold westment	BENEFI CITIES e Securit ding Com	Number:January 31Expires:2005Estimated averageburden hours perresponse0.5						
(Print or Type	Responses)										
1. Name and Address of Reporting Person <sup>*</sup> LIPPS RANDALL A			2. Issuer Name <b>and</b> Ticker or Trading Symbol OMNICELL, Inc [OMCL]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) OMNICELL, INC., 1201 CHARLESTON ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2010					(Check all applicable) X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO			
MOUNTA VIEW, CA	(Street) IN 94043-1337			endment, Da nth/Day/Year	-	l		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	int/Group Filin ne Reporting Pe	rson	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	. Transaction Date 2A. Deemed		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Stock								103,640	D		
Common Stock	02/08/2010			М	2,515	А	\$ 10.4	106,155	D		
Common Stock	02/08/2010			S	2,515	D	\$ 12.3	103,640	D		
Common Stock	02/09/2010			М	8,951	А	\$ 10.4	112,591	D		
Common Stock	02/09/2010			S	8,951	D	\$ 12.35	103,640	D		

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Common Stock	02/09/20	10	М	20,734	А	\$ 5.6	124,374	D		
Common Stock	02/09/20	10	S	20,734	D	\$ 12.35	103,640	D		
Common Stock	02/09/20	10	S	12,500	D	\$ 12.35	91,140	D		
Common Stock	02/09/20	10	S	7,815	D	\$ 12.35	83,325	D		
Common Stock							418,249	I	In Trust with Wife $(1)$	
Common Stock							64,269	I	In Trust for Children $\frac{(2)}{2}$	
Reminder: R	eport on a sep	arate line for each clas	s of securities benefi	-		•	-			
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		uts, calls, warrants, 3A. Deemed		5. N ioiDeri Secu Acq or D (D)	tible security (umber of ivative urities uired (A) Disposed of tr. 3, 4,	:ities) 6. Date Exercise Expiration Date (Month/Day/Y)	e	7. Title and 2 Underlying S (Instr. 3 and	Securities
Derivative Security	Conversion or Exercise Price of Derivative	( <i>e.g.</i> , p 3. Transaction Date	<ul><li>uts, calls, warrants,</li><li>3A. Deemed</li><li>Execution Date, if any</li></ul>	4. Transacti Code	5. N iorDeri Secu Acq or D (D) (Inst and	tible security (umber of ivative urities uired (A) Disposed of tr. 3, 4,	:ities) 6. Date Exercise Expiration Date (Month/Day/Y)	e	Underlying S	Securities
Derivative Security	Conversion or Exercise Price of Derivative	( <i>e.g.</i> , p 3. Transaction Date	<ul><li>uts, calls, warrants,</li><li>3A. Deemed</li><li>Execution Date, if any</li></ul>	4. Transacti Code (Instr. 8)	5. N iorDeri Secu Acq or D (D) (Inst and	tible security (umber of ivative arities uired (A) Disposed of tr. 3, 4, 5)	rities) 6. Date Exerci Expiration Dat (Month/Day/Y	e ear) Expiration Date	Underlying S (Instr. 3 and Title	Amount or Number
Derivative Security (Instr. 3) Stock Option (Right to	Conversion or Exercise Price of Derivative Security	(e.g., p 3. Transaction Date (Month/Day/Year)	<ul><li>uts, calls, warrants,</li><li>3A. Deemed</li><li>Execution Date, if any</li></ul>	4. Transacti Code (Instr. 8)	5. N iorDeri Secu Acq or D (D) (Inst and	tible secur fumber of ivative urities uired (A) Disposed of tr. 3, 4, 5) (D)	rities) 6. Date Exerci Expiration Dat (Month/Day/Y Date Exercisable	e ear) Expiration Date 04/03/2010	Underlying S (Instr. 3 and Title Common Stock	Securities 4) Amount or Number of Shares

Buy)

## **Reporting Owners**

Reporting Owner Name / Addr	ess	Relationships						
	Director	10% Owner	Officer	Other				
LIPPS RANDALL A OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043	X 3-1337		President and CEO					
Signatures								
/s/ Randall A. 02. Lipps	/10/2010							
**Signature of Reporting Person	Date							
Explanation of Po	enoneoe							

## **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.