DREW J CHRISTOPHER

Form 4/A April 19, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

IN BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

Issuer

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

Expires. 2005
Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. 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

See Instruction 30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

DREW J CHRISTOPHER

1. Name and Address of Reporting Person *

			OMNICELL, Inc [OMCL]				(Check all applicable)			
(Last) (First) (Middle) OMNICELL, INC., 1201 CHARLESTON ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2011					Director 10% OwnerX_ Officer (give title Other (specify below) S.V.P., Fleld Operations		
MOUNTAI	(Street) N VIEW, CA	94043	4. If Amendment, Date Original Filed(Month/Day/Year) 02/04/2011					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							lly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4)	sposed	l of	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)
Common Stock								50,720	D	
Common Stock	02/02/2011			A	13,640 (2)	A	\$0	64,360	D	
Common Stock								10,504	I	In Trust for Family
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.										

1

SEC 1474

(9-02)

Edgar Filing: DREW J CHRISTOPHER - Form 4/A

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title Derivat Security (Instr. 3	ive Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right Buy)	1 \$ 14 1 ⁽⁴⁾	02/02/2011		A	13,600	01/01/2012	02/02/2021(5)	Common Stock	13,600 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

Director 10% Owner Officer Other

DREW J CHRISTOPHER OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043

S.V.P., FIeld Operations

Signatures

/s/ J. Christopher

Drew 04/19/2011
**Signature of Date

Reporting Person

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 transferred to and held in trust for the benefit of Mr. Drew's family.
 - This footnote is being revised to correct the vesting terms of the performance-based restricted stock units. If Omnicell meets certain total shareholder return objectives as compared to the NASDAQ Healthcare Index (the "Index"), 25% of the eligible awards will vest immediately on the date that the Compensation Committee formally certifies the company's performance, with the remaining eligible
- (2) awards vesting in equal increments semi-annually over the subsequent three-year period beginning on June 15th and December 15th of the year after the date of grant and each subsequent year. The number of units that are subject to time-based vesting are between 0% to 120% of the shares set forth herein, depending upon the Company meeting certain stock performance objectives compared to the Index. The maximum number of units that may vest is 16,360 (as rounded by the Compensation Committee)."

(3) Shares vest ratably over 48 months, with a 1 year cliff.

Reporting Owners 2

Edgar Filing: DREW J CHRISTOPHER - Form 4/A

- (4) Revision to reflect the correct exercise price.
- (5) Revision to reflect the correct expiration date.

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.