

DREW J CHRISTOPHER
Form 4
May 05, 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 *
DREW J CHRISTOPHER

(Last) (First) (Middle)

OMNICELL, INC., 1201
CHARLESTON ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
S.V.P., Field Operations

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 61,680 | D | |
| Common Stock | 05/05/2011 | | M | 2,500 A \$ 5.6 | 64,180 | D | |
| Common Stock | 05/05/2011 | | S | 2,500 (2) D \$ 15.32 | 61,680 | D | |
| Common Stock | 05/05/2011 | | M | 5,000 A \$ 7.2 | 66,680 | D | |
| Common Stock | 05/05/2011 | | S | 5,000 (2) D \$ 15.32 | 61,680 | D | |

| | | | | |
|-----------------|--|--------|---|--------------------------------------|
| Common Stock | | 10,504 | I | In Trust for Family <u>(1)</u> |
|-----------------|--|--------|---|--------------------------------------|

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 | |
|---|--|---|---|--------------------------------------|---|--|---|---|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Common Stock (Right to Buy) | \$ 5.6 | 05/05/2011 | | S | 2,500 | 09/21/2002 | 09/21/2011 | Common Stock | 2,500 <u>(2)</u> |
| Common Stock (Right to Buy) | \$ 7.2 | 05/05/2011 | | S | 5,000 | 05/08/2002 | 05/08/2011 | Common Stock | 5,000 <u>(2)</u> |

Reporting Owners

| | |
|---|--|
| Reporting Owner Name / Address | Relationships |
| DREW J CHRISTOPHER OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043 | Director 10% Owner Officer Other S.V.P., Field Operations |

Signatures

/s/ J. Christopher
Drew 05/05/2011
Date

Signature of
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.
- (2) Shares sold pursuant to a Rule 10b5-1 Plan dated December 15, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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