

OMNICELL, Inc
Form 4
May 21, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Bruce D.

(Last) (First) (Middle)

1400 KENSINGTON ROAD

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OMNICELL, Inc [OMCL]

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

05/20/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/20/2014		A	4,533 (1)	A \$ 0 4,533	D	
Common Stock	05/20/2014		A	283 (2)	A \$ 0 4,816	D	
Common Stock	05/19/2015		A	3,328 (3)	A \$ 0 8,144	D	
Common Stock	05/19/2015		A	208 (4)	A \$ 0 8,352	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**

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(9-02)

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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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 26.47	05/20/2014		A		17,862 <u>(5)</u>		05/20/2015	05/20/2024	Common Stock	17,862,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith Bruce D. 1400 KENSINGTON ROAD OAK BROOK, IL 60523	X

Signatures

/s/ Bruce D. Smith 05/21/2015

__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) Grant of restricted shares in consideration of service as a Board member. Shares shall vest in full on the date of the Company's 2015 Annual Meeting of Stockholders.
- (2) Grant of restricted shares in consideration for services as a member of the Corporate Governance Committee. Shares shall vest in full on the date of the Company's 2015 Annual Meeting of Stockholders.
- (3) Grant of restricted shares in consideration of service as a Board member. Shares shall vest in full on the date of the Company's 2016 Annual Meeting of Stockholders.
- (4) Grant of restricted shares in consideration for services as a member of the Corporate Governance Committee. Shares shall vest in full on the date of the Company's 2016 Annual Meeting of Stockholders.
- (5) Initial Stock Option grant will vest as to 1/3 of the shares on each anniversary of the date of grant.

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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