

OMNICELL INC /CA/
Form 4
February 10, 2006

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STOBO JOHN D JR

(Last) (First) (Middle)

400 EAST PRATT STREET, SUITE
910

(Street)

BALTIMORE, MD 21202-3116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OMNICELL INC /CA/ [OMCL]

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

02/08/2006

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 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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	02/08/2006		M		40,000	A	\$ 2.75	40,000 D
Common Stock	02/08/2006		M		5,000	A	\$ 2	45,000 D
Common Stock	02/08/2006		S		20,000	D	\$ 11.4	25,000 D
Common Stock	02/08/2006		S		20,000	D	\$ 11.37	5,000 D
Common Stock	02/08/2006		S		5,000	D	\$ 11.35	0 D

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Common Stock	02/09/2006	M	2,812	A	\$ 2	2,812	D
Common Stock	02/09/2006	M	7,813	A	\$ 5.15	10,625	D
Common Stock	02/09/2006	M	4,166	A	\$ 6.44	14,791	D
Common Stock	02/09/2006	M	6,250	A	\$ 6.93	21,041	D
Common Stock	02/09/2006	S	21,041	D	\$ 11.25	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	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
Nonstatutory Stock Option - right to buy	\$ 2.75	02/08/2006		M		40,000		11/05/2004	11/04/2012	Common Stock	40,000
Stock Option - right to buy	\$ 2	02/08/2006		M		5,000		08/24/2000	08/23/2010	Common Stock	5,000
Stock Option - right to buy	\$ 2	02/09/2006		M		2,812		08/24/2000	08/23/2010	Common Stock	2,812
Non-statutory Stock Option - right to buy	\$ 5.15	02/09/2006		M		7,813		11/02/2004	05/02/2012	Common Stock	7,813
Non-statutory Stock Option - right to buy	\$ 6.44	02/09/2006		M		4,166		01/24/2006	05/24/2015	Common Stock	4,166
Non-statutory Stock Option -	\$ 6.93	02/09/2006		M		6,250		05/22/2004	05/21/2013	Common Stock	6,250

right to buy

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STOBO JOHN D JR 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X

Signatures

John D Stobo, Jr.	02/10/2006
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**Signature of Reporting Person	Date
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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).

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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