

OMNICELL INC /CA/  
Form 4/A  
March 05, 2007

**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 \*  
JOHNSTON DAN S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
OMNICELL, INC., 1201 CHARLESTON ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/07/2007

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
S.V.P. & General Counsel

MOUNTAIN VIEW, CA 94043-1337

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/08/2007

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

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/07/2007                           |  | M                              | 63 <sup>(1)</sup> A \$ 6.5  | 63  | D  |                                   |
| Common Stock                    | 02/07/2007                           |  | M                              | 769 <sup>(1)</sup> A \$ 6.5                                       | 832   | D  |                                   |
| Common Stock                    | 02/07/2007                           |  | M                              | 3,682 <sup>(2)</sup> A \$ 10.75                                   | 4,514   | D  |                                   |
| Common Stock                    | 02/07/2007                           |  | M                              | 2,986 <sup>(2)</sup> A \$ 11.58                                   | 7,500   | D  |                                   |
| Common Stock                    | 02/07/2007                           |  | S                              | 7,500 <sup>(3)</sup> D \$ 20.57                                   | 0   | D  |                                   |

Common Stock      02/07/2007      A<sup>(6)</sup>      7,500<sup>(4)</sup>      A      \$ 0 <sup>(6)</sup>      7,500      D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Stock Option (Right to Buy)                | \$ 6.5   | 02/07/2007                           |  | M                              | 832<br><u>(7)</u>   | 07/01/2005      06/01/2015                               | Common Stock      832   |
| Stock Option (Right to Buy)                | \$ 10.75   | 02/07/2007                           |  | M                              | 3,682<br><u>(7)</u>   | 03/01/2005      12/01/2014                               | Common Stock      3,682                                       |
| Stock Option (Right to Buy)                | \$ 11.58   | 02/07/2007                           |  | M                              | 2,986<br><u>(7)</u>   | 03/07/2005      02/01/2016                               | Common Stock      2,986                                       |
| Stock Option (Right to Buy)                | \$ 20.95   | 02/07/2007                           |  | A                              | 30,000  | 03/01/2007      02/07/2017                               | Common Stock      30,000<br><u>(5)</u>                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| JOHNSTON DAN S<br>OMNICELL, INC.<br>1201 CHARLESTON ROAD<br>MOUNTAIN VIEW, CA 94043-1337 |               |           | S.V.P. & General Counsel |       |

## Signatures

/s/ Dan S.  
Johnston

03/05/2007

\_\_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) Option vests monthly for 24 months.
- (2) Option vests monthly for 48 months.
- (3) Sale made pursuant to a Rule 10b5-1 selling plan adopted on November 30, 2006.
- (4) Grant of restricted shares in consideration of services rendered.
- (5) Shares vest monthly over 48 months.
- (6) Correction of transaction code and price.
- (7) Correction of disposal, rather than acquisition, of exercised options.

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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