

OMNICELL, Inc  
Form 4  
March 20, 2014

**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 \*  
LIPPS RANDALL A

(Last) (First) (Middle)

C/O OMNICELL, INC., 590  
E.MIDDLEFIELD

(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)  
03/18/2014

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)  
Chairman, President and CEO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					220,997 <sup>(4)</sup>	D	
Common Stock					383,613	I	In Trust with Wife <sup>(1)</sup>
Common Stock					15,549	I	In Trust for Children <sup>(2)</sup>
Common Stock	03/18/2014		M	19,745 A	\$ 240,742 10.75	D	

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Common Stock	03/18/2014	S	19,745 (3)	D	\$ 29.82	220,997	D
Common Stock	03/18/2014	M	18,750	A	\$ 10.58	239,747	D
Common Stock	03/18/2014	S	18,750 (3)	D	\$ 29.82	220,997	D
Common Stock	03/18/2014	M	70,000	A	\$ 20.95	290,997	D
Common Stock	03/18/2014	S	70,000 (3)	D	\$ 30	220,997	D
Common Stock	03/18/2014	M	9,140	A	\$ 7.94	230,137	D
Common Stock	03/18/2014	S	9,140 (3)	D	\$ 29.55	220,997	D
Common Stock	03/18/2014	M	2,275	A	\$ 14.1	223,272	D
Common Stock	03/18/2014	S	2,275 (3)	D	\$ 29.55	220,997	D
Common Stock	03/18/2014	M	5,000	A	\$ 12.48	225,997	D
Common Stock	03/18/2014	S	5,000 (3)	D	\$ 29.55	220,997	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	\$ 10.75	03/18/2014		S	19,745 (3)	03/01/2005	12/01/2014	Common Stock	19,745

(Right to Buy)										
Stock Option (Right to Buy)	\$ 10.58	03/18/2014	S	<u>18,750</u> (3)	03/07/2006	12/07/2015	Common Stock	18,750		
Stock Option (Right to Buy)	\$ 20.95	03/18/2014	S	<u>70,000</u> (3)	12/01/2007	02/07/2017	Common Stock	70,000		
Stock Option (Right to Buy)	\$ 7.94	03/18/2014	S	<u>9,140</u> (3)	01/01/2010	02/04/2019	Common Stock	9,140		
Stock Option (Right to Buy)	\$ 14.1	03/18/2014	S	<u>2,275</u> (3)	01/01/2012	02/02/2021	Common Stock	2,275		
Stock Option (Right to Buy)	\$ 12.48	03/18/2014	S	<u>5,000</u> (3)	01/01/2011	02/03/2020	Common Stock	5,000		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPPS RANDALL A C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043	X		Chairman, President and CEO	

## Signatures

/s/ Randall A. Lipps                      03/20/2014

\_\_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) Shares held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) Sale made pursuant to a Rule 10b5-1 plan dated March 9, 2012
- (4) Adjusted number reflects securities used for tax liabilities not previously reported

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