

OMNICELL, Inc  
Form 4  
August 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

**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)  
**08/12/2014**

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)  
**Executive VP, 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					10,504	I	In Trust for Family
Common Stock					141,108 <sup>(2)</sup>	D	
Common Stock	08/12/2014		M	11,458 A	\$ 10.41 152,566	D	
Common Stock	08/12/2014		S	11,458 <sup>(1)</sup> D	\$ 26.43 141,108	D	
Common Stock	08/12/2014		M	1,042 A	\$ 10.41 142,150	D	

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Common Stock	08/12/2014	S	<u>1,042</u> <sup>(1)</sup>	D	\$ 26.43	141,108	D
Common Stock	08/12/2014	M	25,000	A	\$ 10.75	166,108	D
Common Stock	08/12/2014	S	<u>25,000</u> <sup>(1)</sup>	D	\$ 26.43	141,108	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)	\$ 10.41	08/12/2014		M	<u>11,458</u> <sup>(1)</sup>	01/07/2006 01/05/2015	Common Stock 11,458
Stock Option (Right to Buy)	\$ 10.41	08/12/2014		M	<u>1,042</u> <sup>(1)</sup>	01/07/2009 01/05/2015	Common Stock 1,042
Stock Option (Right to Buy)	\$ 10.75	08/12/2014		M	<u>25,000</u> <sup>(1)</sup>	03/01/2005 12/01/2014	Common Stock 25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DREW J CHRISTOPHER C/O OMNICELL, INC.			Executive VP, Field Operations	

590 E.MIDDLEFIELD  
MOUNTAIN VIEW, CA 94043

## Signatures

/s/ J. Christopher

Drew

08/14/2014

\_\_\_\_\_  
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) Sale made pursuant to a Rule 10b5-1 Plan dated December 11, 2013
- (2) Shares adjusted for those withheld to cover tax liability

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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