LIPPS RANDALL A

Form 4

February 15, 2019

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

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Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *LIPPS RANDALL A	2. Issuer Name and Ticker or Trading Symbol OMNICELL, Inc [OMCL]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O OMNICELL, INC., 590 E.MIDDLEFIELD	(Month/Day/Year) 02/13/2019	X Director 10% Owner X Officer (give title Other (specify below) Chairman, President and CEO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
MOUNTAIN VIEW, CA 94043		Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecuri	ties Acq	quired, Disposed	of, or Beneficial	ly 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)	` /		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			Code V	Amount	(D)	Price	155,543	D	
Common Stock							361,701	I	In Trust with Wife
Common Stock							14,549	I	In Trust for Children (2)
Common Stock	02/13/2019		A	39,250 (4)	A	\$0	194,793	D	

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative E		Expiration Dat	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities (Month/Day/Year)		(Instr. 3 and 4)			
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed of					
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number	
				Code V	(A) (D)	2.1010104010			of Shares	
Stock					02.045					
Option (Right to Buy)	\$ 78.91	02/13/2019		A	83,845	02/13/2020	02/12/2029	Common Stock	83,845	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043

X

Chairman, President and CEO

Signatures

LIPPS RANDALL A

/s/ Randall A. 02/15/2019

**Signature of Date
Reporting Person

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) Shares shall vest ratably over 48 month period, with a year cliff.
- (4) The Performance-based restricted stock unit awards vest as to 25% of the shares on the date of the Compensation Committee meeting in 2020 when the Committee reviews the performance-based metrics and determines if they were met or not with the remaining shares

Reporting Owners 2

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vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2020 if the Company meets certain stock performance objectives compared to the NASDAQ Healthcare Index. The actual number of performance based stock awards that vest may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company's performance.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.