OMNICELL INC /CA/

Form 4

December 06, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

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

Estimated average burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * YOUNGER WILLIAM H JR			2. Issuer Name and Ticker or Trading Symbol OMNICELL INC /CA/ [OMCL]	5. Relationship of Reporting Person(s) to Issuer				
			OMINICELL INC YEAR [OMEL]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					
			(Month/Day/Year)	X Director 10% Owner				
755 PAGE MILL ROAD, SUITE A-200		D, SUITE	12/04/2006	Officer (give title Other (specify below)				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
PALO ALTO	O, CA 9430	041005		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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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	12/04/2006		<u>J(1)</u>	370,765	D	\$ 0	96,726	I	By Shares Held By Ltd Partnership (SHV) (2) (3)	
Common	12/04/2006		<u>J(1)</u>	25,537	A	\$0	255,034	I	By Trust (4)	
Common							122,948	D (5)		
Common							203,411	I	By Profit Sharing Plan Trust (6)	
Common							16,326	I	By Shares Held By Ltd	

Common $41{,}344 \qquad I \qquad \begin{array}{c} \text{Partnership} \\ \text{(SHAI)} \stackrel{(\mathcal{T})}{\underline{\mathcal{T}}} \\ \text{By Shares} \\ \text{Held By Ltd} \\ \text{Partnership} \\ \text{(SHQP)} \stackrel{(8)}{\underline{\mathcal{T}}} \end{array}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
YOUNGER WILLIAM H JR 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X						

Signatures

By: Robert Yin, by power of attorney 12/06/2006

**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).

Reporting Owners 2

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- Distribution of shares without consideration to the partners of Sutter Hill Ventures, A California Limited Partnership, in accordance with the partnership agreement. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership.
- Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General (2) Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
- Excludes 157,330 shares held by Sutter Hill Ventures, A California Limited Partnership, on behalf of certain Managing Directors of the General Partner. Neither Sutter Hill Ventures, A California Limited Partnership nor the reporting person has any voting or dispositive power over these shares. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership.
- (4) Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.
- (5) The reporting person shares pecuniary interest in 11,497 shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (6) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.
- Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter

 (7) Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
- Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter

 (8) Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

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.