#### LIPPS RANDALL A Form 4

March 16, 2012

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIPPS RANDALL A			2. Issuer Name <b>and</b> Ticker or Trading Symbol OMNICELL, Inc [OMCL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle		(Middle)	3. Date of Earliest Transaction	(Sheeth air applicable)		
OMNICELL, INC., 1201 CHARLESTON ROAD			(Month/Day/Year) 02/07/2012	_X Director 10% Owner _X Officer (give title Other (specify below)  President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOUNTAIN			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

#### MOUNTAIN VIEW, CA 94043-1337

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock							111,091	D	
Common Stock	02/07/2012		A	21,250 (3)	A	\$0	132,341	D	
Common Stock	02/07/2012		A	42,500 (5)	A	\$ 0	174,841	D	
Common Stock							387,613	I	In Trust with Wife

Ι

44,748

#### Edgar Filing: LIPPS RANDALL A - Form 4

Common In Trust Stock for Children (2)

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

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 16.7	02/07/2012		A	42,500	02/07/2013	02/06/2022	Common Stock	42,500 (4)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

LIPPS RANDALL A

OMNICELL, INC.

1201 CHARLESTON ROAD

MOUNTAIN VIEW, CA 94043-1337

Y

President and CEO

## **Signatures**

/s/ Randall A. 03/16/2012 Lipps

\*\*Signature of Date
Reporting Person

Reporting Owners 2

### **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 semiannually over 48 months.
- (4) Shares vest ratably over 48 months, with a 1 year cliff.
  - If Omnicell meets certain total shareholder return objectives compared to the NASDAQ Healthcare Index, the units are scheduled to vest 25% on the date of the Compensation Committee of the Company's Board of Directors (the "Committee") meeting in 2013 when the
- (5) Committee reviews such objectives and determines if they were met or not, with the remaining shares vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2013 if such objectives are met. The number of units that vest may be 0%, 50% or 100% of the number reflected, depending upon the Company's performance against the objectives. Vested restricted stock units will be paid in an equal number of shares of the Omnicell's common stock.

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.