

JOHNSTON DAN S  
Form 4  
September 11, 2007

**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 \*  
JOHNSTON DAN S

2. Issuer Name and Ticker or Trading Symbol  
OMNICELL, Inc [OMCL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
OMNICELL, INC., 1201 CHARLESTON ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
V.P. & General Counsel

MOUNTAIN VIEW, CA 94043-1337

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    |                                      |  |                                |   |   | D  |   |
| Common Stock                    | 09/07/2007                           |  | M                              | 9,566 (1)   | A \$ 13.16  | 16,598   | D   |
| Common Stock                    | 09/07/2007                           |  | S                              | 9,566 (3)   | D \$ 24.0318  | 7,032  | D   |
| Common Stock                    | 09/07/2007                           |  | M                              | 417 (2)   | A \$ 10.75  | 7,449  | D   |
| Common Stock                    | 09/07/2007                           |  | S                              | 417 (3)   | D \$ 24.1   | 7,032  | D   |

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|              |            |   |                    |   |          |       |   |
|--------------|------------|---|--------------------|---|----------|-------|---|
| Common Stock | 09/07/2007 | M | 417 <sup>(2)</sup> | A | \$ 11.58 | 7,449 | D |
| Common Stock | 09/07/2007 | S | 417 <sup>(3)</sup> | D | \$ 24.1  | 7,032 | D |

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.**

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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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 13.16   | 09/07/2007                           |  | M                              | 9,566   | 11/24/2004 01/05/2013                                    | Common Stock  | 9,566                         |                            |
| Stock Option (Right to Buy)                | \$ 10.75   | 09/07/2007                           |  | M                              | 417   | 03/01/2005 12/01/2014                                    | Common Stock  | 417                           |                            |
| Stock Option (Right to Buy)                | \$ 11.58   | 09/07/2007                           |  | M                              | 417   | 03/07/2006 02/01/2016                                    | Common Stock  | 417                           |                            |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| JOHNSTON DAN S<br>OMNICELL, INC.<br>1201 CHARLESTON ROAD |               |           | V.P. & General Counsel |       |

MOUNTAIN VIEW, CA 94043-1337

## Signatures

/s/ Dan S.

09/11/2007

Johnston

\_\_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 vest ratably over 36 months.
- (2) Shares vest ratably over 48 months.
- (3) Sale made pursuant to a Rule 10b5-1 plan adopted on August 8, 2007.

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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