

OMNICELL, Inc
Form 4
December 05, 2013

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

(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)
12/02/2013

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 & General Counsel

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)
			Code	V	Amount or Price		
Common Stock					74,885	D	
Common Stock	12/02/2013		M		10,000 A \$ 13.16	84,885	D
Common Stock	12/02/2013		S		10,000 (1) D \$ 23.26	74,885	D
Common Stock	12/02/2013		M		39,055 A \$ 13.16	113,940	D
Common Stock	12/02/2013		S		39,055 (1) D \$ 23.26	74,885	D

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Common Stock	12/02/2013	M	3,517	A	\$ 13.16	78,402	D
Common Stock	12/02/2013	S	<u>3,517</u> (1)	D	\$ 23.26	74,885	D
Common Stock	12/02/2013	M	4,364	A	\$ 13.16	79,249	D
Common Stock	12/02/2013	S	<u>4,364</u> (1)	D	\$ 23.26	74,885	D
Common Stock	12/02/2013	M	3,483	A	\$ 13.16	78,368	D
Common Stock	12/02/2013	S	<u>3,483</u> (1)	D	\$ 23.26	74,885	D
Common Stock	12/03/2013	M	6,517	A	\$ 13.16	81,402	D
Common Stock	12/03/2013	S	<u>6,517</u> (1)	D	\$ 23.16	74,885	D
Common Stock	12/03/2013	M	6,483	A	\$ 13.16	81,368	D
Common Stock	12/03/2013	S	<u>6,483</u> (1)	D	\$ 23.16	74,885	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)	\$ 13.16	12/02/2013		M	10,000 (1)	07/21/2004	12/04/2013	Common Stock	10,000

Stock Option (Right to Buy)	\$ 13.16	12/02/2013	M	<u>39,055</u> (1)	11/24/2004	12/04/2013	Common Stock	39,055
Stock Option (Right to Buy)	\$ 13.16	12/02/2013	M	<u>3,517</u> (1)	10/20/2004	12/04/2013	Common Stock	3,517
Stock Option (Right to Buy)	\$ 13.16	12/02/2013	M	<u>4,364</u> (1)	11/24/2004	12/04/2013	Common Stock	4,364
Stock Option (Right to Buy)	\$ 13.16	12/02/2013	M	<u>3,483</u> (1)	01/26/2004	12/04/2013	Common Stock	3,483
Stock Option (Right to Buy)	\$ 13.16	12/03/2013	M	<u>6,517</u> (1)	01/26/2004	12/04/2013	Common Stock	6,517
Stock Option (Right to Buy)	\$ 13.16	12/03/2013	M	<u>6,483</u> (1)	10/20/2004	12/04/2013	Common Stock	6,483

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON DAN S C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043			Executive VP & General Counsel	

Signatures

/s/ Dan S.
Johnston

12/04/2013

**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 of options scheduled to expire on December 4, 2013, and pursuant to a Rule 10b5-1 Plan dated February 27, 2013

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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