

DREW J CHRISTOPHER
 Form 4
 February 07, 2008

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 *
DREW J CHRISTOPHER

(Last) (First) (Middle)
OMNICELL, INC., 1201 CHARLESTON ROAD
 (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)
02/05/2008

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)
EVP, Field Ops & Bus Dev

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 17,287 | D | |
| Common Stock | 02/05/2008 | | M | 11,896 A \$ 5.2 | 29,183 | D | |
| Common Stock | 02/05/2008 | | S | 11,896 (2) D \$ 18.63 | 17,287 | D | |
| Common Stock | 02/05/2008 | | M | 604 A \$ 3.03 | 17,891 | D | |
| Common Stock | 02/05/2008 | | S | 604 (2) D \$ 18.63 | 17,287 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|------|--------|---|--------------------------------------|
| Common Stock | 02/06/2008 | A | 11,250 <u>(3)</u> | A | \$ 0 | 28,537 | D | |
| Common Stock | | | | | | 8,629 | I | In Trust for Family <u>(1)</u> |

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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 5.2 | 02/05/2008 | | M | 11,896 | 05/03/2003 04/18/2013 | Common Stock | 11,896 | |
| Stock Option (Right to Buy) | \$ 3.03 | 02/05/2008 | | M | 604 | 01/20/2003 12/20/2012 | Common Stock | 604 | |
| Stock Option (Right to Buy) | \$ 17.95 | 02/06/2008 | | A | 22,500 | 02/01/2008 02/06/2018 | Common Stock | 22,500 <u>(4)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DREW J CHRISTOPHER OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043 | | | EVP, Field Ops & Bus Dev | |

Signatures

/s/ J. Christopher

Drew

02/07/2008

__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 transferred to and held in trust for the benefit of Mr. Drew's family.
 - (2) Sale made pursuant to a Rule 10b5-1 Plan adopted on May 31, 2007.
 - (3) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.
 - (4) Shares vest ratably over 48 months.

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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