

Ngo Nhat H
Form 4
March 12, 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 *
Ngo Nhat H

(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)
03/08/2013

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)
Exec. VP, Strategy & 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | | | | | 63,914 | D | |
| Common Stock | 03/08/2013 | | M | | 9,992 A \$ 10.22 | 73,906 | D |
| Common Stock | 03/08/2013 | | S | | 9,992 (1) D \$ 19 | 63,914 | D |
| Common Stock | 03/11/2013 | | M | | 10,008 A \$ 10.22 | 73,922 | D |
| Common Stock | 03/11/2013 | | S | | 10,008 (1) D \$ 19 | 63,914 | D |

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| | | | | | | | |
|--------------|------------|---|-----------------------------|---|----------|--------|---|
| Common Stock | 03/11/2013 | M | 3,750 | A | \$ 7.94 | 67,664 | D |
| Common Stock | 03/11/2013 | S | <u>3,750</u> ⁽¹⁾ | D | \$ 19 | 63,914 | D |
| Common Stock | 03/08/2013 | S | <u>1,268</u> ⁽¹⁾ | D | \$ 18.68 | 62,646 | D |
| Common Stock | 03/08/2013 | S | 101 ⁽¹⁾ | D | \$ 18.68 | 62,545 | D |
| Common Stock | 03/08/2013 | S | <u>1,980</u> ⁽¹⁾ | D | \$ 18.68 | 60,565 | D |
| Common Stock | 03/08/2013 | S | <u>2,060</u> ⁽¹⁾ | D | \$ 18.68 | 58,505 | D |
| Common Stock | 03/08/2013 | S | 990 ⁽¹⁾ | D | \$ 18.68 | 57,515 | D |
| Common Stock | 03/08/2013 | S | <u>4,132</u> ⁽¹⁾ | D | \$ 18.68 | 53,383 | D |
| Common Stock | 03/08/2013 | S | 877 ⁽¹⁾ | D | \$ 18.68 | 52,506 | D |

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

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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) | \$ 10.22 | 03/08/2013 | | M | <u>9,992</u> ⁽¹⁾ | 10/08/2009 | 11/05/2018 | Common Stock | 9,992 |
| Stock Option (Right to | \$ 10.22 | 03/11/2013 | | M | <u>10,008</u> ⁽¹⁾ | 10/08/2009 | 11/05/2018 | Common Stock | 10,008 |

| | | | | | | | | | |
|-----------|---------|------------|--|---|------------|------------|------------|--------|-------|
| Buy) | | | | | | | | | |
| Stock | | | | | | | | | |
| Option | \$ 7.94 | 03/11/2013 | | M | 3,750 | 01/01/2010 | 02/04/2019 | Common | 3,750 |
| (Right to | | | | | <u>(1)</u> | | | Stock | |
| Buy) | | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ngo Nhat H C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043 | | | Exec. VP, Strategy & Bus Dev. | |

Signatures

/s/ Nhat Ngo 03/12/2013

**Signature of Date
Reporting Person

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 pursuant to a Rule 105b-1 Plan adopted on February 7, 2013.

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.