

OMNICELL, Inc
Form 4
November 10, 2014

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)
11/07/2014

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect (D) or Beneficial (I) (Instr. 4)
Common Stock							70,827	D
Common Stock	11/07/2014		M	2,500	A	\$ 12.48	73,327	D
Common Stock	11/07/2014		M	20,000	A	\$ 20.95	93,327	D
Common Stock	11/07/2014		M	3,125	A	\$ 17.95	96,452	D
Common Stock	11/07/2014		M	2,000	A	\$ 7.94	98,452	D

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Common Stock	11/07/2014	S	<u>2,500</u> ⁽¹⁾	D	\$ <u>31.65</u> ⁽²⁾	95,952	D
Common Stock	11/07/2014	S	<u>20,000</u> ⁽¹⁾	D	\$ <u>31.78</u> ⁽³⁾	75,952	D
Common Stock	11/07/2014	S	<u>3,125</u> ⁽¹⁾	D	\$ <u>31.64</u> ⁽⁴⁾	72,827	D
Common Stock	11/07/2014	S	<u>2,000</u> ⁽¹⁾	D	\$ <u>31.64</u> ⁽⁵⁾	70,827	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)	\$ 12.48	11/07/2014		M	2,500	01/01/2011	02/03/2020	Common Stock	<u>2,500</u> ⁽¹⁾
Stock Option (Right to Buy)	\$ 20.95	11/07/2014		M	20,000	01/01/2011	02/07/2017	Common Stock	<u>20,000</u> ⁽¹⁾
Stock Option (Right to Buy)	\$ 17.95	11/07/2014		M	3,125	01/01/2009	02/06/2018	Common Stock	<u>3,125</u> ⁽¹⁾
Stock Option	\$ 7.94	11/07/2014		M	2,000	01/01/2010	02/04/2019	Common Stock	<u>2,000</u> ⁽¹⁾

(Right to Buy)

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. 11/10/2014
Johnston

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.51 to \$31.85, inclusive. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.68 to \$32.06, inclusive. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.52 to \$31.87, inclusive. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.5 to \$31.8, inclusive. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.