

OMNICELL INC /CA/
Form 4
February 08, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSTON DAN S

(Last) (First) (Middle)

**OMNICELL, INC., 1201
CHARLESTON ROAD**

(Street)

**MOUNTAIN
VIEW, CA 94043-1337**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OMNICELL INC /CA/ [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

S.V.P. & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price	
Common Stock	02/07/2007		M		63 ⁽¹⁾	A \$ 6.5	63 D
Common Stock	02/07/2007		M		769 ⁽¹⁾	A \$ 6.5	832 D
Common Stock	02/07/2007		M		3,682 ⁽²⁾	A \$ 10.75	4,514 D
Common Stock	02/07/2007		M		2,986 ⁽²⁾	A \$ 11.58	7,500 D
Common Stock	02/07/2007		S		7,500 ⁽³⁾	D \$ 20.57	0 D

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Common Stock	02/07/2007	M	7,500 (4)	A	\$ 20.95	7,500	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 6.5	02/07/2007		M		832		06/02/2005	06/01/2015	Common Stock	832
Stock Option (Right to Buy)	\$ 10.75	02/07/2007		M		3,682		03/01/2005	12/01/2014	Common Stock	3,682
Stock Option (Right to Buy)	\$ 11.58	02/07/2007		M		2,986		03/01/2005	12/01/2014	Common Stock	2,986
Stock Option (Right to Buy)	\$ 20.95	02/07/2007		A		30,000		03/01/2007	02/07/2017	Common Stock	30,000 (5)

Reporting Owners

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

MOUNTAIN VIEW, CA 94043-1337

Signatures

/s/ Dan S.

02/08/2007

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) Option vests monthly for 24 months.
- (2) Option vests monthly for 48 months.
- (3) Sale made pursuant to a Rule 10b5-1 selling plan adopted on November 30, 2006.
- (4) Grant of restricted shares in consideration of services rendered.
- (5) 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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