

LIPPS RANDALL A  
Form 4  
October 22, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
LIPPS RANDALL A

(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 [OMCL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2010

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)  
President and CEO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock					77,550	D	
Common Stock	10/20/2010		M		315 A \$ 3.03	77,865	D
Common Stock	10/20/2010		S		315 <sup>(3)</sup> D \$ 13.12	77,550	D
Common Stock	10/20/2010		M		1,160 A \$ 5.15	78,710	D
Common Stock	10/20/2010		S		1,160 <sup>(3)</sup> D \$ 13.12	77,550	D

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Common Stock	10/20/2010	M	7,221	A	\$ 5.15	84,771	D	
Common Stock	10/20/2010	S	<u>7,221</u> (3)	D	\$ 13.12	77,550	D	
Common Stock	10/20/2010	M	2,676	A	\$ 5.6	80,226	D	
Common Stock	10/20/2010	S	<u>2,676</u> (3)	D	\$ 13.12	77,550	D	
Common Stock						420,249	I	In Trust with Wife (1)
Common Stock						56,269	I	In Trust for Children (2)

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.03	10/20/2010		M	<u>315</u> (3)	12/20/2003 12/20/2012	Common Stock	315
Stock Option (Right to Buy)	\$ 5.15	10/20/2010		M	<u>1,160</u> (3)	05/02/2003 05/02/2012	Common Stock	1,160
	\$ 5.15	10/20/2010		M		05/02/2003 05/02/2012		7,221

