

LIPPS RANDALL A
 Form 5
 February 15, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 LIPPS RANDALL A

(Last) (First) (Middle)

OMNICELL, INC., 1201
 CHARLESTON ROAD

(Street)

2. Issuer Name and Ticker or Trading Symbol
 OMNICELL, Inc [OMCL]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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 Reporting

(check applicable line)

MOUNTAIN
 VIEW, CA 94043-1337

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/31/2010		3	1,767 (2) D \$ 0	419,999	I	In trust with wife (3)
Common Stock	12/31/2010		G5	250 (2) D \$ 0	418,232	I	In trust with wife (3)
Common Stock	12/31/2010		G5	1,767 (2) D \$ 0		I	In trust with wife (3)

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Common Stock	12/31/2010	Â	G5	<u>1,767</u> ⁽²⁾	D	\$ 0	416,465	I	In trust with wife <u>(3)</u>
Common Stock	12/31/2010	Â	G5	<u>14,000</u> ⁽¹⁾	D	\$ 0	402,465	I	In trust with wife <u>(3)</u>
Common Stock	01/01/2011	Â	J	<u>1,000</u> ⁽⁵⁾	A	\$ 0	403,465	I	In trust with wife <u>(3)</u>
Common Stock	01/01/2011	Â	G	233 <u>(2)</u>	D	\$ 0	403,232	I	In trust with wife <u>(3)</u>
Common Stock	01/01/2011	Â	G	233 <u>(2)</u>	D	\$ 0	402,999	I	In trust with wife <u>(3)</u>
Common Stock	03/18/2011	Â	G	<u>1,693</u> ⁽²⁾	D	\$ 0	401,306	I	In trust with wife <u>(3)</u>
Common Stock	03/18/2011	Â	G	<u>1,693</u> ⁽²⁾	D	\$ 0	399,613	I	In trust with wife <u>(3)</u>
Common Stock	11/29/2011	Â	G	<u>12,000</u> ⁽¹⁾	D	\$ 0	387,613	I	In trust with wife <u>(3)</u>
Common Stock	Â	Â	3	Â	Â	Â	Â	I	In trust for Children <u>(4)</u>
Common Stock	12/31/2010	Â	G5	250 <u>(2)</u>	A	\$ 0	37,362	I	In trust for Children <u>(4)</u>
Common Stock	12/31/2010	Â	G5	<u>1,767</u> ⁽²⁾	A	\$ 0	39,129	I	In trust for Children <u>(4)</u>
Common Stock	12/31/2010	Â	G5	<u>1,767</u> ⁽²⁾	A	\$ 0	40,896	I	In trust for Children <u>(4)</u>
Common Stock	01/01/2011	Â	G	233 <u>(2)</u>	A	\$ 0	41,129	I	In trust for Children <u>(4)</u>
Common Stock	01/01/2011	Â	G	233 <u>(2)</u>	A	\$ 0	41,362	I	In trust for Children <u>(4)</u>
Common Stock	03/18/2011	Â	G	<u>1,693</u> ⁽²⁾	A	\$ 0	43,055	I	In trust for Children

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- (4) Shares held in trusts for the benefit of Mr. Lipps' children.
- (5) Bona fide gift of shares from family member without consideration.

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