OMNICELL, Inc Form 4 December 26, 2007

### FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

3235-0287

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Luhr Renee M			2. Issuer Name and Ticker or Trading Symbol OMNICELL, Inc [OMCL]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1201 CHARLESTON ROAD			12/21/2007	_X_ Officer (give title Other (specify below) VP Sales		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOUNTAN		. 0.40.42	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
MOUNTAIN VIEW, CA 94043				Person		

(City)	(State) (	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	D	
Stock								D	
Common Stock	12/21/2007						13,334	D	
Common Stock	12/21/2007		M	13 (3)	A	\$ 13.16	13,347	D	
Common Stock	12/21/2007		M	3 (3)			13,350	D	
Common Stock	12/21/2007		M	209 (2)	A	\$ 10.08	13,559	D	

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Common Stock	12/21/2007	M	312 (2)	A	\$ 10.58	13,871	D
Common Stock	12/21/2007	M	21 (2)	A	\$ 11.58	13,892	D
Common Stock	12/21/2007	M	2,083 (1)	A	\$ 11.66	15,975	D
Common Stock	12/21/2007	M	1,042 (2)	A	\$ 20.95	17,017	D
Common Stock	12/21/2007	S	2,850 (4)	D	\$ 26.1	14,167	D
Common Stock	12/21/2007	S	1,042 (4)	D	\$ 26.1	13,125	D

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Dat	. Date Exercisable and xpiration 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)	\$ 12.32	12/21/2007		M		209	07/01/2005	08/17/2014	Common Stock	209	
Stock Option (Right to Buy)	\$ 13.16	12/21/2007		M		13	07/21/2004	12/04/2009	Common Stock	13	
Stock Option (Right to Buy)	\$ 13.16	12/21/2007		M		3	11/19/2004	12/04/2009	Common Stock	3	

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Stock Option (Right to Buy)	\$ 10.08	12/21/2007	M	209	02/03/2005	11/03/2014	Common Stock	209
Stock Option (Right to Buy)	\$ 10.58	12/21/2007	M	312	03/07/2006	12/07/2015	Common Stock	312
Stock Option (Right to Buy)	\$ 11.58	12/21/2007	M	21	03/09/2006	02/01/2016	Common Stock	21
Stock Option (Right to Buy)	\$ 11.66	12/21/2007	M	2,083	04/03/2007	04/05/2016	Common Stock	2,083
Stock Option (Right to Buy)	\$ 20.95	12/21/2007	M	1,042	02/01/2007	02/07/2017	Common Stock	1,042

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.F	Director	10% Owner	Officer	Other		
Luhr Renee M						
1201 CHARLESTON ROAD			VP Sales			
MOUNTAIN VIEW CA 94043						

## **Signatures**

/s/ Renee M.
Luhr

\*\*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) Shares vest ratably over a 36 month period.
- (2) Shares vest ratably over a 48 month period.
- (3) Shares vest 50% immediately, remaining 50% vests ratably thereafter for the next 48 months.
- (4) Sale made pursuant to a Rule 10b5-1 plan adopted on August 17, 2007.

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.

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