

LIPPS RANDALL A  
Form 5  
February 15, 2012

**FORM 5**

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

OMB APPROVAL

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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)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

OMNICELL, INC., 1201 CHARLESTON ROAD  
  
(Street)

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

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)	(A) or (D)	Amount	Price	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)
Common Stock	Â	Â	3	Â	Â	Â	Â	Â	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	250 (2)	D	\$ 0	419,999	419,999	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	1,767 (2)	D	\$ 0	418,232	418,232	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 (3)
Common Stock	12/31/2010	Â	G5	<u>14,000</u> (1)	D	\$ 0	402,465	I	In trust with wife (3)
Common Stock	01/01/2011	Â	J	<u>1,000</u> (5)	A	\$ 0	403,465	I	In trust with wife (3)
Common Stock	01/01/2011	Â	G	233 (2)	D	\$ 0	403,232	I	In trust with wife (3)
Common Stock	01/01/2011	Â	G	233 (2)	D	\$ 0	402,999	I	In trust with wife (3)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	D	\$ 0	401,306	I	In trust with wife (3)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	D	\$ 0	399,613	I	In trust with wife (3)
Common Stock	11/29/2011	Â	G	<u>12,000</u> (1)	D	\$ 0	387,613	I	In trust with wife (3)
Common Stock	Â	Â	3	Â	Â	Â	Â	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	250 (2)	A	\$ 0	37,362	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	A	\$ 0	39,129	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	A	\$ 0	40,896	I	In trust for Children (4)
Common Stock	01/01/2011	Â	G	233 (2)	A	\$ 0	41,129	I	In trust for Children (4)
Common Stock	01/01/2011	Â	G	233 (2)	A	\$ 0	41,362	I	In trust for Children (4)
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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