OMNICELL, Inc Form 4 August 06, 2008

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading YOUNGER WILLIAM H JR Issuer Symbol OMNICELL, Inc [OMCL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 755 PAGE MILL ROAD, SUITE 08/04/2008 below) A-200 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PALO ALTO, CA 943041005

(State)

(Zin)

(City)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit boor Dispos (Instr. 3, 4	ed of (` ′	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)
Common	08/04/2008		S	400	D	\$ 16.5	103,011	I	By Profit Sharing Plan Trust (1)
Common	08/05/2008		S	49,600	D	\$ 16.5031 (2)	53,411	I	By Profit Sharing Plan Trust (1)
Common	08/06/2008		S	53,411	D	\$ 16.6309	0	I	By Profit Sharing Plan Trust (1)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

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Common	119,117	$D^{(3)}$	
Common	351,760	I	By Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Der	itle of ivative urity	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)		4. Transacti Code	5. onNumber of	6. Date Exerc Expiration Da (Month/Day/	ate	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secu
	tr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•	icai)	Securities (Instr. 3 and	(Instr. 5)	Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Amou or Title Numb of Share.	oer	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
YOUNGER WILLIAM H JR 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X						

Signatures

By: Robert Yin, by power of attorney 08/06/2008

**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 held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.
- (2) This represents the weighted average price.

(3)

Reporting Owners 2

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The reporting person shares pecuniary interest in a total of 7,666 shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these 7,666 shares except as to the reporting person's pecuniary interest therein.

(4) Shares held by a trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

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.