

OMNICELL, Inc
Form 4
December 17, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

C/O OMNICELL, INC., 590
E.MIDDLEFIELD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2014

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)
Chairman, 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 | (D) | Price |
| Common Stock | | | | | 201,934 ⁽³⁾ | D | |
| Common Stock | | | | | 383,613 | I | In Trust with Wife ⁽¹⁾ |
| Common Stock | | | | | 15,549 | I | In Trust for Children ⁽²⁾ |
| Common Stock | 12/15/2014 | | J | | 909 ⁽⁵⁾ | A | \$ 0 202,843 D |

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| | | | | | | | |
|--------------|------------|---|---------------|---|---------|---------|---|
| Common Stock | 12/15/2014 | J | 2,657 (6) | D | \$ 0 | 200,186 | D |
| Common Stock | 12/15/2014 | F | 12,099 (4) | D | \$ 32.9 | 188,087 | D |

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

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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIPPS RANDALL A C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043 | X | | Chairman, President and CEO | |

Signatures

/s/ Randall A. Lipps
Date: 12/17/2014

**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).

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- (1) Shares held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) Adjusted number reflects securities used for tax liabilities not previously reported
- (4) The sales reported in this Form 4 were mainly to cover tax withholding obligations in connection with the vesting of restricted stock units that occurred immediately prior to the date of sale.

(5) As a result of the Company's 2011 total stockholder return, one hundred twenty percent (120%) of the number of shares of the initially reported 36,360 share performance-based stock unit award (the "2011 PSU") became eligible for further time-based vesting. The number of shares reported in this Column 4 represent the final adjusted number of shares eligible for further time-based vesting pursuant to the 2011 PSU.

(6) As a result of the Company's 2012 total stockholder return, fifty percent (50%) of the number of shares of the initially reported 42,500 share performance-based stock unit award (the "2012 PSU") became eligible for further time-based vesting. The number of shares reported in this Column 4 represent the final adjusted number of shares eligible for further time-based vesting pursuant to the 2012 PSU.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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