

OMNICELL, Inc
Form 4
March 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Ngo Nhat H

(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)
03/24/2014

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)
Exec. VP, Strategy & Bus Dev.

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 (A) or (D) Price		
Common Stock					54,760 ⁽²⁾	D	
Common Stock	03/24/2014		M		521 A \$ 12.48	55,281	D
Common Stock	03/24/2014		S		521 ⁽¹⁾ D \$ 29	54,760	D
Common Stock	03/24/2014		M		3,385 A \$ 17.29	58,145	D
Common Stock	03/24/2014		S		3,385 ⁽¹⁾ D \$ 29	54,760	D

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Common Stock	03/24/2014	M	6,510	A	\$ 16.7	61,270	D
Common Stock	03/24/2014	S	<u>6,510</u> (1)	D	\$ 29	54,760	D
Common Stock	03/24/2014	M	713	A	\$ 14.1	55,473	D
Common Stock	03/24/2014	S	713 <u>(1)</u>	D	\$ 29	54,760	D
Common Stock	03/24/2014	S	862 <u>(1)</u>	D	\$ 29.41	53,898	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)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.48	03/24/2014		M	<u>521</u> (1)	01/01/2011 02/03/2020	Common Stock	521
Stock Option (Right to Buy)	\$ 17.29	03/24/2014		M	<u>3,385</u> (1)	02/05/2014 02/04/2023	Common Stock	3,385
Stock Option (Right to Buy)	\$ 16.7	03/24/2014		M	<u>6,510</u> (1)	02/07/2013 02/06/2022	Common Stock	6,510
Stock Option	\$ 14.1	03/24/2014		S	713	01/01/2012 02/02/2021	Common Stock	713

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ngo Nhat H C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043			Exec. VP, Strategy & Bus Dev.	

Signatures

/s/ Nhat Ngo 03/27/2014

__Signature of Date
Reporting Person

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) Sale made pursuant to a Rule 105b-1 Plan adopted on February 20, 2014
- (2) Adjusted number reflects securities used for tax liabilities not previously reported

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.