

OMNICELL, Inc  
Form 4  
August 28, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Luhr Renee M

(Last) (First) (Middle)  
1201 CHARLESTON ROAD  
(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)  
08/24/2007

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)  
VP Sales

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					15,000	D	
Common Stock	08/24/2007		M		10,000 (1)	A	\$ 11.66 25,000
Common Stock	08/24/2007		S		10,000 (2)	D	\$ 23.87 15,000
Common Stock	08/27/2007		M		1,889 (1)	A	\$ 11.66 16,889
Common Stock	08/27/2007		M		7,291 (3)	A	\$ 20.95 24,180

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Common Stock	08/27/2007	S	9,180 (2)	D	\$ 23.85	15,000	D
Common Stock	08/27/2007	S	1,875	D	\$ 24.19	13,125	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.66	08/24/2007		M	10,000	04/03/2007 04/05/2016	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 11.66	08/27/2007		M	1,889	04/03/2007 04/05/2016	Common Stock	1,889	
Stock Option (Right to Buy)	\$ 20.95	08/27/2007		M	7,291	02/01/2007 02/07/2017	Common Stock	7,291	

## Reporting Owners

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

## Signatures

/s/ Renee M.  
Luhr

08/28/2007

\_\_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 36 months.
- (2) Sale made pursuant to a Rule 10b5-1 plan adopted on August 17, 2007.
- (3) Shares vest ratably over 48 months.

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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