

Kuipers Peter J.
Form 4
September 10, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kuipers Peter J.

(Last) (First) (Middle)

590 E. MIDDLEFIELD RD

(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)

09/10/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Executive V P& CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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								51,542	D
Common Stock	09/10/2018		M		5,574 (1)	A	\$ 0	57,116	D
Common Stock	09/10/2018		S		2,343	D	\$ 68.9355 (2)	54,773	D
Common Stock	09/10/2018		S		1,086	D	\$ 68.7836 (3)	53,687	D
	09/10/2018		S		261	D		53,426	D

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Common Stock						\$ 68.936 (4)	
Common Stock	09/10/2018	S	1,884	D		\$ 68.8177 (5)	51,542 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Options NQ (Right to Buy)	\$ 32.78	09/10/2018		M	2,343 (1)	09/01/2016	09/01/2025	Common Stock		2,343
Stock Options NQ (Right to Buy)	\$ 27.7	09/10/2018		M	1,086 (1)	02/04/2017	02/04/2027	Common Stock		1,086
Stock Options NQ (Right to Buy)	\$ 36.7	09/10/2018		M	261 (1)	02/08/2018	02/08/2027	Common Stock		261
Stock Options NQ (Right to Buy)	\$ 36.7	09/10/2018		M	1,884 (1)	02/08/2018	02/08/2027	Common Stock		1,884

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kuipers Peter J. 590 E. MIDDLEFIELD RD MOUNTAIN VIEW, CA 94043			Executive V P& CFO	

Signatures

/s/ Peter J.
Kuipers

09/10/2018

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.

The price reported in Column 4 is the average price of \$68.9355. The shares sold between \$68.7250 to \$69.40. This transaction was

(2) effected to reflect additional shares that should have been sold on July 16, 2018 pursuant to the 10b5-1 trading plan that were not in fact sold because of an administrative broker error in executing the plan.

The price reported in Column 4 is the average price of \$68.7836. The sold price range was between \$68.725 to \$69.95. The reporting

(3) person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is the average price of \$68.9360. The sold price range was between \$68.85 to \$69.025. The reporting

(4) person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is the average price of \$68.8177. The sold price range was between \$68.7250 to \$69.15. The reporting

(5) person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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