

OMNICELL, Inc  
Form 4  
March 20, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
03/18/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                    |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                   | Amount                                                                                                             |                                                                      | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 220,997 <sup>(4)</sup>                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 383,613                                                                                                            | I                                                                    | In Trust<br>with Wife<br><sup>(1)</sup>                           |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 15,549                                                                                                             | I                                                                    | In Trust<br>for<br>Children<br><sup>(2)</sup>                     |
| Common<br>Stock                       | 03/18/2014                              |                                                             | M                                    |                                                                     | 19,745                                                                                                             | A                                                                    | \$<br>10.75                                                       |
|                                       |                                         |                                                             |                                      |                                                                     | 240,742                                                                                                            | D                                                                    |                                                                   |

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|              |            |   |               |   |          |         |   |
|--------------|------------|---|---------------|---|----------|---------|---|
| Common Stock | 03/18/2014 | S | 19,745<br>(3) | D | \$ 29.82 | 220,997 | D |
| Common Stock | 03/18/2014 | M | 18,750        | A | \$ 10.58 | 239,747 | D |
| Common Stock | 03/18/2014 | S | 18,750<br>(3) | D | \$ 29.82 | 220,997 | D |
| Common Stock | 03/18/2014 | M | 70,000        | A | \$ 20.95 | 290,997 | D |
| Common Stock | 03/18/2014 | S | 70,000<br>(3) | D | \$ 30    | 220,997 | D |
| Common Stock | 03/18/2014 | M | 9,140         | A | \$ 7.94  | 230,137 | D |
| Common Stock | 03/18/2014 | S | 9,140<br>(3)  | D | \$ 29.55 | 220,997 | D |
| Common Stock | 03/18/2014 | M | 2,275         | A | \$ 14.1  | 223,272 | D |
| Common Stock | 03/18/2014 | S | 2,275<br>(3)  | D | \$ 29.55 | 220,997 | D |
| Common Stock | 03/18/2014 | M | 5,000         | A | \$ 12.48 | 225,997 | D |
| Common Stock | 03/18/2014 | S | 5,000<br>(3)  | D | \$ 29.55 | 220,997 | 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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)           | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 10.75                                               | 03/18/2014                           |                                                    | S                              |                                                                                         |                                                          | 19,745<br>(3) | 03/01/2005                                                    | 12/01/2014      | Common Stock | 19,745                     |

(Right to Buy)

|                             |          |            |   |               |            |            |              |        |
|-----------------------------|----------|------------|---|---------------|------------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 10.58 | 03/18/2014 | S | 18,750<br>(3) | 03/07/2006 | 12/07/2015 | Common Stock | 18,750 |
| Stock Option (Right to Buy) | \$ 20.95 | 03/18/2014 | S | 70,000<br>(3) | 12/01/2007 | 02/07/2017 | Common Stock | 70,000 |
| Stock Option (Right to Buy) | \$ 7.94  | 03/18/2014 | S | 9,140<br>(3)  | 01/01/2010 | 02/04/2019 | Common Stock | 9,140  |
| Stock Option (Right to Buy) | \$ 14.1  | 03/18/2014 | S | 2,275<br>(3)  | 01/01/2012 | 02/02/2021 | Common Stock | 2,275  |
| Stock Option (Right to Buy) | \$ 12.48 | 03/18/2014 | S | 5,000<br>(3)  | 01/01/2011 | 02/03/2020 | Common Stock | 5,000  |

## Reporting Owners

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

## Signatures

/s/ Randall A. Lipps 03/20/2014

\_\_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).
- (1) Shares held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) Sale made pursuant to a Rule 10b5-1 plan dated March 9, 2012
- (4) Adjusted number reflects securities used for tax liabilities not previously reported

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