

JOHNSTON DAN S
Form 4
August 24, 2007

FORM 4

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

OMB APPROVAL

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

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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 *
JOHNSTON DAN S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
OMNICELL, INC., 1201 CHARLESTON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & General Counsel

MOUNTAIN VIEW, CA 94043-1337

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 7,500 | D | |
| Common Stock | 08/24/2007 | | M | 4,567 (1) | A \$ 13.16 12,067 | D | |
| Common Stock | 08/24/2007 | | S | 4,567 (3) | D \$ 24 7,500 | D | |
| Common Stock | 08/24/2007 | | M | 1,317 (2) | A \$ 10.75 8,817 | D | |
| Common Stock | 08/24/2007 | | S | 1,317 (3) | D \$ 23.7158 7,500 | D | |

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| | | | | | | | |
|--------------|------------|---|--------------|---|------------|-------|---|
| Common Stock | 08/24/2007 | M | 2,499 (2) | A | \$ 11.58 | 9,999 | D |
| Common Stock | 08/24/2007 | S | 2,499 (3) | D | \$ 23.7171 | 7,500 | D |
| Common Stock | 08/24/2007 | M | 417 | A | \$ 6.5 | 7,917 | D |
| Common Stock | 08/24/2007 | S | 417 (3) | D | \$ 23.8 | 7,500 | D |
| Common Stock | 08/24/2007 | S | 468 | D | \$ 23.8 | 7,032 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | \$ 13.16 | 08/24/2007 | | M | 4,567 | 11/24/2004 01/05/2013 | Common Stock | 4,567 |
| Stock Option (Right to Buy) | \$ 10.75 | 08/24/2007 | | M | 1,317 | 03/01/2005 12/01/2014 | Common Stock | 1,317 |
| Stock Option (Right to Buy) | \$ 11.58 | 08/24/2007 | | M | 2,499 | 03/07/2006 02/01/2016 | Common Stock | 2,499 |
| Stock Option | \$ 6.5 | 08/24/2007 | | M | 417 | 07/01/2005 06/01/2015 | Common Stock | 417 |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSTON DAN S OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337 | | | V.P. & General Counsel | |

Signatures

/s/ Dan S.
Johnston

08/24/2007

__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) Shares vest ratably over 48 months.
 - (3) Sale made pursuant to a Rule 10b5-1 plan adopted on August 8, 2007.

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.