

OMNICELL INC /CA/
Form 4
November 08, 2006

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
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(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 /CA/ [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2006

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)

VP Sales

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	11/06/2006		M		16,913	A	\$ 13.16 16,913	D	
Common Stock	11/06/2006		M		5,833	A	\$ 12.32 22,746	D	
Common Stock	11/06/2006		M		166	A	\$ 11.58 22,912	D	
Common Stock	11/06/2006		M		3,124	A	\$ 10.58 26,036	D	
Common Stock	11/06/2006		M		4,791	A	\$ 10.08 30,827	D	

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Common Stock	11/06/2006	M	3,541	A	\$ 6.5	34,368	D
Common Stock	11/06/2006	S	34,368	D	\$ 18.755	0	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 (Right to Buy)	\$ 13.16	11/06/2006		M	15,000	11/01/2004 12/04/2013	Common Stock 15,000
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	976	07/21/2004 12/04/2009	Common Stock 976
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	523	10/19/2004 12/04/2009	Common Stock 523
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	414	10/19/2004 12/04/2009	Common Stock 414
Stock Option (Right to Buy)	\$ 12.32	11/06/2006		M	4,734	07/01/2005 08/17/2014	Common Stock 4,734
Stock Option	\$ 12.32	11/06/2006		M	1,099	07/01/2005 08/17/2014	Common Stock 1,099

(Right to
Buy)

Stock Option (Right to Buy)	\$ 11.58	11/06/2006	M	166	02/09/2006	02/01/2016	Common Stock	166
Stock Option (Right to Buy)	\$ 10.58	11/06/2006	M	3,124	03/07/2006	12/07/2015	Common Stock	3,124
Stock Option (Right to Buy)	\$ 10.08	11/06/2006	M	4,791	02/03/2005	11/03/2014	Common Stock	4,791
Stock Option (Right to Buy)	\$ 6.5	11/06/2006	M	3,541	06/01/2005	06/01/2015	Common Stock	3,541

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

11/08/2006

__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).

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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