

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 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

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2011

<u> X </u> Director	<u> </u> 10% Owner
<u> X </u> Officer (give title below)	<u> </u> Other (specify below)

President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

MOUNTAIN
VIEW, CA 94043-1337

 X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock							73,262	D	
Common Stock	02/02/2011		A		18,180 (3)	A	\$ 0	91,442	D
Common Stock	02/02/2011		A		36,360 (4)	A	\$ 0	127,802	D
Common Stock							420,249	I	In Trust with Wife (1)

In Trust
with Wife
(1)

Edgar Filing: LIPPS RANDALL A - Form 4

Common
Stock

In Trust
for
Children
(2)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.94	02/02/2011		A		36,400		01/01/2012	12/31/2020	Common Stock	36,400 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LIPPS RANDALL A
OMNICELL, INC.
1201 CHARLESTON ROAD
MOUNTAIN VIEW, CA 94043-1337

X

President and CEO

Signatures

/s/ Randall A.
Lipps

02/04/2011

**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) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.

If Omnicell meets certain total shareholder return objectives compared to the NASDAQ Healthcare Index, the units are scheduled to vest 25% at January 2, 2012, with the remaining shares vesting in equal increments once every six months over the subsequent 36 month

(4) period. The number of units that vest may be 0% to 120% of the target number of units, depending upon performance. The maximum number of units that may vest is 43,340. Vested restricted stock units will be paid in an equal number of shares of the Omnicell's common stock.

(5) Shares vest ratably over 48 months, with a 1 year cliff.

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.