

JOHNSTON DAN S
Form 4
September 11, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
09/07/2007

____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					7,032	D	
Common Stock	09/07/2007		M		9,566 (1)	A	\$ 13.16 16,598
Common Stock	09/07/2007		S		9,566 (3)	D	\$ 24.0318 7,032
Common Stock	09/07/2007		M		417 (2)	A	\$ 10.75 7,449
Common Stock	09/07/2007		S		417 (3)	D	\$ 24.1 7,032

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Common Stock	09/07/2007	M	417 ⁽²⁾	A	\$ 11.58	7,449	D
Common Stock	09/07/2007	S	417 ⁽³⁾	D	\$ 24.1	7,032	D

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

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(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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.16	09/07/2007		M	9,566	11/24/2004 01/05/2013	Common Stock	9,566	
Stock Option (Right to Buy)	\$ 10.75	09/07/2007		M	417	03/01/2005 12/01/2014	Common Stock	417	
Stock Option (Right to Buy)	\$ 11.58	09/07/2007		M	417	03/07/2006 02/01/2016	Common Stock	417	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSTON DAN S OMNICELL, INC. 1201 CHARLESTON ROAD			V.P. & General Counsel	

MOUNTAIN VIEW, CA 94043-1337

Signatures

/s/ Dan S.

09/11/2007

Johnston

__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.

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