

YOUNGER WILLIAM H JR
 Form 4
 April 24, 2008

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 *
 YOUNGER WILLIAM H JR

(Last) (First) (Middle)

SUTTER HILL VENTURES, 755
 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/22/2008

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)

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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/22/2008		A	3,358 (1) A \$ 0	118,698 (6)	D	
Common Stock	04/22/2008		A	419 (2) A \$ 0	119,117 (6)	D	
Common Stock					351,760	I	By Trust (3)
Common Stock					203,411	I	By Profit Sharing Plan Trust (4)

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.91	04/22/2008		A	12,148 <u>(5)</u>	05/22/2008 04/22/2018	Common Stock	12,148

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNGER WILLIAM H JR SUTTER HILL VENTURES 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 94304		X		

Signatures

/s/ William H. Younger
Date: 04/24/2008

**Signature of Reporting Person

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) Grant of restricted shares in consideration of services as a Board Member. Shares shall vest in full on the date of the Company's 2009 Annual Meeting of Stockholders.
- (2) Grant of restricted shares in consideration of services as a member of the Corporate Governance Committee. Shares shall vest in full on the date of the Company's 2009 Annual Meeting of Stockholders.
- (3)

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Shares held by a trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

- (4) Shares held by SHV Profit Sharing Plan, a retirement trust for the benefit of the reporting person.
- (5) Options begin vesting upon the transaction date and will continue to vest ratably thereafter for a period of twelve (12) months.
The reporting person shares pecuniary interest in a total of 7,666 shares (including the 3,358 and 419 shares from 4/22/08) with other
- (6) individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these 7,666 shares except as to the reporting person's pecuniary interest therein.
- (7) The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.

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.