

OMNICELL INC /CA/
Form 4/A
March 05, 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

(Last) (First) (Middle)

OMNICELL, INC., 1201
CHARLESTON ROAD

(Street)

MOUNTAIN
VIEW, CA 94043-1337

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OMNICELL INC /CA/ [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
02/08/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	02/07/2007		M	63 ⁽¹⁾ A \$ 6.5	63	D	
Common Stock	02/07/2007		M	769 ⁽¹⁾ A \$ 6.5	832	D	
Common Stock	02/07/2007		M	3,682 ⁽²⁾ A \$ 10.75	4,514	D	
Common Stock	02/07/2007		M	2,986 ⁽²⁾ A \$ 11.58	7,500	D	
Common Stock	02/07/2007		S	7,500 ⁽³⁾ D \$ 20.57	0	D	

Common Stock 02/07/2007 A⁽⁶⁾ 7,500⁽⁴⁾ A \$ 0 ⁽⁶⁾ 7,500 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.5	02/07/2007		M	832 <u>(7)</u>	07/01/2005 06/01/2015	Common Stock 832
Stock Option (Right to Buy)	\$ 10.75	02/07/2007		M	3,682 <u>(7)</u>	03/01/2005 12/01/2014	Common Stock 3,682
Stock Option (Right to Buy)	\$ 11.58	02/07/2007		M	2,986 <u>(7)</u>	03/07/2005 02/01/2016	Common Stock 2,986
Stock Option (Right to Buy)	\$ 20.95	02/07/2007		A	30,000	03/01/2007 02/07/2017	Common Stock 30,000 <u>(5)</u>

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			S.V.P. & General Counsel	

Signatures

/s/ Dan S.
Johnston

03/05/2007

__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) Option vests monthly for 24 months.
- (2) Option vests monthly for 48 months.
- (3) Sale made pursuant to a Rule 10b5-1 selling plan adopted on November 30, 2006.
- (4) Grant of restricted shares in consideration of services rendered.
- (5) Shares vest monthly over 48 months.
- (6) Correction of transaction code and price.
- (7) Correction of disposal, rather than acquisition, of exercised options.

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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