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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)	\$ 13.94	02/02/2011		A		13,600		01/01/2012	12/31/2020	Common Stock	13,600 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DREW J CHRISTOPHER OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043	S.V.P., Field Operations

Signatures

/s/ J. Christopher
Drew 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 transferred to and held in trust for the benefit of Mr. Drew's family.
 (2) Grant of restricted shares in consideration of service 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 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 16,360. Vested restricted stock units will be paid in an equal number of shares of the Omnicell's common stock.

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- (4) 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.

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