

Kuipers Peter J.
Form 4
December 10, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Kuipers Peter J.

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)
590 E. MIDDLEFIELD RD

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V P& CFO

(Street)
MOUNTAIN VIEW, CA 94043

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 | | | | | 51,542 | D | |
| Common Stock | 12/10/2018 | | M | 5,574 (1) A \$ 0 | 57,116 | D | |
| Common Stock | 12/10/2018 | | S | 2,343 D \$ 70.1284 (2) | 54,773 | D | |
| Common Stock | 12/10/2018 | | S | 1,086 D \$ 70.1318 (3) | 53,687 | D | |
| | 12/10/2018 | | S | 261 D | 53,426 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------|---|
| Common Stock | | | | | | \$ 69.78 | | |
| | | | | | | <u>(4)</u> | | |
| Common Stock | 12/10/2018 | | S | 1,884 | D | \$ 70.1237 | 51,542 | D |
| | | | | | | <u>(5)</u> | | |

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options NQ (Right to Buy) | \$ 32.78 | 12/10/2018 | | M | 2,343 <u>(1)</u> | 09/01/2016 09/01/2025 | Common Stock | 2,343 |
| Stock Options NQ (Right to Buy) | \$ 27.7 | 12/10/2018 | | M | 1,086 <u>(1)</u> | 02/04/2017 02/04/2027 | Common Stock | 1,086 |
| Stock Options NQ (Right to Buy) | \$ 36.7 | 12/10/2018 | | M | 261 <u>(1)</u> | 02/08/2018 02/08/2027 | Common Stock | 261 |
| Stock Options NQ (Right to Buy) | \$ 36.7 | 12/10/2018 | | M | 1,884 <u>(1)</u> | 02/08/2018 02/08/2027 | Common Stock | 1,884 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kuipers Peter J. 590 E. MIDDLEFIELD RD MOUNTAIN VIEW, CA 94043 | | | Executive V P& CFO | |

Signatures

/s/ Peter J.
Kuipers

12/10/2018

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.
The price reported in Column 4 is the average price of \$70.1284. The shares sold between \$69.20 to \$71.39. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is the average price of \$70.1318. The sold price range was between \$69.20 to \$71.39. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is the exact price of \$69.78. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is the average price of \$70.1237. The sold price range was between \$69.20 to \$71.43. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.