

LIPPS RANDALL A  
Form 4  
December 07, 2006

**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 \*  
LIPPS RANDALL A

(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)  
12/05/2006

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)  
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |  |
| Common Stock                    | 12/05/2006                           |  | M                              |   | 7,500   | A  | \$ 10.4   | 169,113 | D |  |
| Common Stock                    | 12/05/2006                           |  | S                              |   | 7,500<br>(4)  | D  | \$ 20.0025  | 161,613 | D |  |
| Common Stock                    | 12/06/2006                           |  | M                              |   | 2,980   | A  | \$ 2.75   | 164,593 | D |  |
| Common Stock                    | 12/06/2006                           |  | M                              |   | 4,520   | A  | \$ 10.4   | 169,113 | D |  |
| Common Stock                    | 12/06/2006                           |  | S                              |   | 7,500<br>(4)  | D  | \$ 19.8735  | 161,613 | D |  |

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|              |            |   |   |       |   |      |         |   |                                      |
|--------------|------------|---|---|-------|---|------|---------|---|--------------------------------------|
| Common Stock | 11/24/2006 | G | V | 5,000 | D | \$ 0 | 443,749 | I | In Trust with Wife <sup>(1)</sup>    |
| Common Stock |            |   |   |       |   |      | 80,368  | I | In Trust for Children <sup>(2)</sup> |
| Common Stock |            |   |   |       |   |      | 6,728   | I | Held by Son <sup>(3)</sup>           |

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 (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 Option (Right to Buy)                | \$ 2.75  | 12/06/2006                           |  | M                              | 2,980  | 03/31/2003 11/05/2009                                    | Common Stock  | 2,980                         |
| Stock Option (Right to Buy)                | \$ 10.4  | 12/05/2006                           |  | M                              | 7,500  | 03/31/1997 03/18/2007                                    | Common Stock  | 7,500                         |
| Stock Option (Right to Buy)                | \$ 10.4  | 12/06/2007                           |  | M                              | 4,520  | 03/31/1997 03/18/2007                                    | Common Stock  | 4,520                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LIPPS RANDALL A  
OMNICELL, INC.  
1201 CHARLESTON ROAD X President and CEO  
MOUNTAIN VIEW, CA 94043-1337

## Signatures

/s/ Randall A.  
Lipps 12/07/2006

\_\_Signature of Date  
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) Shares held in trust with Mr. Lipps' wife.
  - (2) Shares held in trust for the benefit of Mr. Lipps' children.
  - (3) Shares held by Mr. Lipps' son.
  - (4) Sale made pursuant to a Rule 10b5-1 selling plan adopted on November 29, 2006.

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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