

DREW J CHRISTOPHER

Form 4

February 07, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DREW J CHRISTOPHER

(Last) (First) (Middle)

OMNICELL, INC., 1201
CHARLESTON ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OMNICELL, Inc [OMCL]

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

02/05/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

EVP, Field Ops & Bus Dev

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock				(A) or (D)	Price		
Common Stock	02/05/2008		M	11,896 A	\$ 5.2	29,183	D
Common Stock	02/05/2008		S	11,896 (2) D	\$ 18.63	17,287	D
Common Stock	02/05/2008		M	604 A	\$ 3.03	17,891	D
Common Stock	02/05/2008		S	604 (2) D	\$ 18.63	17,287	D

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Common Stock	02/06/2008	A	11,250 (3)	A	\$ 0	28,537	D	
Common Stock						8,629	I	In Trust for Family (1)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.2	02/05/2008		M		11,896		05/03/2003	04/18/2013	Common Stock	11,896
Stock Option (Right to Buy)	\$ 3.03	02/05/2008		M		604		01/20/2003	12/20/2012	Common Stock	604
Stock Option (Right to Buy)	\$ 17.95	02/06/2008		A		22,500		02/01/2008	02/06/2018	Common Stock	22,500 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DREW J CHRISTOPHER OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043	EVP, Field Ops & Bus Dev

Signatures

/s/ J. Christopher

Drew

02/07/2008

__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) Sale made pursuant to a Rule 10b5-1 Plan adopted on May 31, 2007.
- (3) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.
- (4) Shares vest ratably over 48 months.

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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