LIPPS RANDALL A Form 4

March 21, 2006

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIPPS RANDALL A

> (First) (Last) (Middle)

OMNICELL, INC., 1201 **CHARLESTON ROAD**

(Street)

2. Issuer Name and Ticker or Trading Symbol

OMNICELL INC /CA/ [OMCL]

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

03/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X Director 10% Owner X_ Officer (give title Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MOUNTAIN VIEW, CA 94043-1337

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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	03/20/2006		M	20,000	A	\$ 6.4	20,000	D	
Common Stock	03/20/2006		S	20,000 (1)	D	\$ 10.96	0	D	
Common Stock	03/21/2006		M	20,000	A	\$ 6.4	20,000	D	
Common Stock	03/21/2006		S	10,000 (1)	D	\$ 10.95	10,000	D	
Common Stock	03/21/2006		S	10,000 (1)	D	\$ 10.9	0	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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
Right to Buy	\$ 6.4	03/20/2006		M		20,000	01/01/2000	04/16/2006	Common Stock	20,000
Right to Buy	\$ 6.4	03/21/2006		M		20,000	01/01/2000	04/16/2006	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

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. 03/21/2006 Lipps

**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).
- Options were exercised and sold by the reporting person on 03/20/2006 and 03/21/2006, respectively, pursuant to a 10b5-1 Selling Plan intended to exercise and sell those options prior to their expiration on 04/16/2006.

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.

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