

Luhr Renee M
Form 4
February 09, 2007

FORM 4

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

OMB APPROVAL

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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 *
Luhr Renee M

(Last) (First) (Middle)

1201 CHARLESTON ROAD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OMNICELL INC /CA/ [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

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)
VP Sales

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	02/07/2007		M		1,250 ⁽¹⁾ A \$ 13.16 1,250	D	
Common Stock	02/07/2007		M		624 ⁽¹⁾ A \$ 12.32 1,874	D	
Common Stock	02/07/2007		M		39 ⁽²⁾ A \$ 13.16 1,913	D	
Common Stock	02/07/2007		M		22 ⁽²⁾ A \$ 13.16 1,935	D	
Common Stock	02/07/2007		M		833 ⁽¹⁾ A \$ 10.08 2,768	D	

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Common Stock	02/07/2007	M	625 ⁽³⁾	A	\$ 6.5	3,393	D
Common Stock	02/07/2007	M	810 ⁽¹⁾	A	\$ 10.58	4,203	D
Common Stock	02/07/2007	S	4,203	D	\$ 20.6293	0	D
Common Stock	02/07/2007	M	15,000 ⁽⁴⁾	A	\$ 20.95	15,000	D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.16	02/07/2007		M	1,250	11/01/2004	12/04/2013	Common Stock	1,250
Stock Option (Right to Buy)	\$ 12.32	02/07/2007		M	624	07/01/2005	08/17/2014	Common Stock	624
Stock Option (Right to Buy)	\$ 13.16	02/07/2007		M	39	07/21/2004	12/04/2013	Common Stock	39
Stock Option (Right to Buy)	\$ 13.16	02/07/2007		M	22	10/19/2004	12/04/2013	Common Stock	22
Stock Option	\$ 10.08	02/07/2007		M	833	02/03/2005	11/03/2014	Common Stock	833

(Right to Buy)

Stock Option (Right to Buy)	\$ 6.5	02/07/2007	M	625	07/01/2005	06/01/2015	Common Stock	625
Stock Option (Right to Buy)	\$ 10.58	02/07/2007	M	810	03/07/2006	12/07/2015	Common Stock	810
Stock Option (Right to Buy)	\$ 20.95	02/07/2007	A	50,000	02/01/2007	02/07/2017	Common Stock	50,000 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luhr Renee M 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043			VP Sales	

Signatures

/s/ Renee M.
Luhr

02/09/2007

**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 vest ratably over 48 months.
- (2) Shares vest 50% immediately, remaining 50% vests ratably thereafter for the next 48 months.
- (3) Shares vest ratably over 24 months.
- (4) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.
- (5) 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. 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.