

OMNICELL, Inc  
Form 4  
August 28, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
**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)  
**08/28/2007**

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)  
**EVP, Field Ops & Bus Dev**

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 or (D) Price   |   |  |   |
| Common Stock                    |                                      |  |                                |   | 15,000  | D  |   |
| Common Stock                    | 08/28/2007                           |  | M                              | 8,601 (3) A \$ 3.03   | 23,601  | D  |   |
| Common Stock                    | 08/28/2007                           |  | M                              | 3,899 (3) A \$ 3.03   | 27,500  | D  |   |
| Common Stock                    | 08/28/2007                           |  | S                              | 12,500 (2) D \$ 23.07   | 15,000  | D  |   |
| Common Stock                    |                                      |  |                                |   | 8,629   | I  | In Trust for Family (1)                               |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 3.03  | 08/28/2007                           |  | M                              | 8,601   | 01/20/2003 12/20/2012                                    | Common Stock  | 8,601                         |
| Stock Option (Right to Buy)                | \$ 3.03  | 08/28/2007                           |  | M                              | 3,899   | 01/20/2003 12/20/2012                                    | Common Stock  | 3,899                         |

## Reporting Owners

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

## Signatures

/s/ J. Christopher  
Drew 08/28/2007

\*\*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 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) 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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