#### JOHNSTON DAN S

Form 4

December 10, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* JOHNSTON DAN S

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

OMNICELL, Inc [OMCL]

(Check all applicable)

V.P. & General Counsel

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

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

Director

10% Owner

12/07/2007

Symbol

X\_ Officer (give title below)

\_ Other (specify

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

**MOUNTAIN** VIEW, CA 94043-1337

(City)

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	ount of 6. ies Ownership cially Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 7,032	(Instr. 4)	
Common Stock	12/07/2007		M	10,336 (1)	A	\$ 13.16	17,398	D	
Common Stock	12/07/2007		M	417 (2)	A	\$ 10.75	17,815	D	
Common Stock	12/07/2007		M	417 (2)	A	\$ 11.58	18,232	D	
Common Stock	12/07/2007		S	11,200 (3)	D	\$ 27.23	7,032	D	

#### Edgar Filing: JOHNSTON DAN S - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)			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	12/07/2007		M		10,366	11/24/2004	12/05/2013	Common Stock	10,366
Stock Option (Right to Buy)	\$ 10.75	12/07/2007		M		417	03/01/2005	12/01/2014	Common Stock	417
Stock Option (Right to Buy)	\$ 11.58	12/07/2007		M		417	03/07/2006	02/01/2016	Common Stock	417

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

JOHNSTON DAN S OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337

V.P. & General Counsel

# **Signatures**

/s/ Dan S. Johnston 12/10/2007

\*\*Signature of Date
Reporting Person

Reporting Owners 2

#### Edgar Filing: JOHNSTON DAN S - Form 4

### **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 36 months.
- (2) Shares vest ratably over 48 months.
- (3) Sale made pursuant to a Rule 10b5-1 plan adopted on August 8, 2007.

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.