YOUNGER WILLIAM H JR

Form 4

August 11, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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)

may continue.

See Instruction

1. Name and Address of Reporting Person * YOUNGER WILLIAM H JR			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			OMNICELL, Inc [OMCL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
755 PAGE MILL ROAD, SUITE A-200		O, SUITE	(Month/Day/Year) 08/07/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			

Filed(Month/Day/Year)

PALO ALTO, CA 943041005

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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 (A) mr Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Form: Owned Direct (D)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	08/07/2009		M	6,250 (1)	A	\$ 6.93	18,780	D	
Common	08/07/2009		M	6,250 (1)	A	\$ 6.4	25,030	D	
Common	08/07/2009		S	6,250 (1)	D	\$ 12.1913 (2)	18,780	D	
Common	08/07/2009		S	6,250 (1)	D	\$ 12.1913 (2)	12,530	D	
Common	08/07/2009		S		D		9,172	D	

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			3,358 (1)		\$ 12.1913 (2)			
Common	08/07/2009	S	419 (1)	D	\$ 12.1913 (2)	8,753	D	
Common	08/07/2009	S	2,122 (1)	D	\$ 12.2334 (3)	6,631	D	
Common	08/07/2009	S	1,767 (1)	D	\$ 12.2334 (3)	4,864	D	
Common						413,211	I	By Trust

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

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SEC 1474 (9-02)

> D S

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 Exerci Expiration Dat (Month/Day/Y	te	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)	\$ 6.93	08/07/2009		M		6,250 (1)	06/22/2003	05/21/2013	Common	6,250
Stock Option (Right to Buy)	\$ 6.4	08/07/2009		M		6,250 (1)	06/25/2005	05/24/2015	Common	6,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

YOUNGER WILLIAM H JR 755 PAGE MILL ROAD, SUITE A-200 X PALO ALTO, CA 943041005

Signatures

By: Robert Yin, by power of attorney

08/11/2009

**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) The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.15 to \$12.25, inclusive. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.16 to \$12.25, inclusive.
- (4) Shares held by a trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

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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