

LIPPS RANDALL A

Form SC 13G

February 14, 2006

SEC 1745

(01-06)

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**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL

OMB Number:

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February 28, 2006

Estimated average burden
hours per response. . 11

Under the Securities Exchange Act of 1934

(Amendment No.)*

Omniceil, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

68213N 10 9

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 68213N 10 9

- | | | | | | | | | | |
|---|---|----|---------------------------------|----|-----------------------------------|----|--------------------------------------|----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Randall A. Lipps | | | | | | | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | | | | | | | | |
| 3. | SEC Use Only | | | | | | | | |
| 4. | Citizenship or Place of Organization
United States of America | | | | | | | | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | <table border="0"> <tr> <td style="vertical-align: top;">5.</td> <td style="vertical-align: top;">Sole Voting Power
823,692(1)</td> </tr> <tr> <td style="vertical-align: top;">6.</td> <td style="vertical-align: top;">Shared Voting Power
624,737(2)</td> </tr> <tr> <td style="vertical-align: top;">7.</td> <td style="vertical-align: top;">Sole Dispositive Power
823,692(1)</td> </tr> <tr> <td style="vertical-align: top;">8.</td> <td style="vertical-align: top;">Shared Dispositive Power
624,737(2)</td> </tr> </table> | 5. | Sole Voting Power
823,692(1) | 6. | Shared Voting Power
624,737(2) | 7. | Sole Dispositive Power
823,692(1) | 8. | Shared Dispositive Power
624,737(2) |
| 5. | Sole Voting Power
823,692(1) | | | | | | | | |
| 6. | Shared Voting Power
624,737(2) | | | | | | | | |
| 7. | Sole Dispositive Power
823,692(1) | | | | | | | | |
| 8. | Shared Dispositive Power
624,737(2) | | | | | | | | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,465,927(1)(2) | | | | | | | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>
Not applicable. | | | | | | | | |
| 11. | Percent of Class Represented by Amount in Row (9)
5.43% | | | | | | | | |
| 12. | Type of Reporting Person (See Instructions)
IN | | | | | | | | |

(1) Includes 746,198 options exercisable within 60 days of December 31, 2005. Also includes 94,992 shares held in trust accounts for the benefit of Mr. Lipps' minor children (the **CUTMA Trusts**), which includes 8,750 shares to be transferred to Mr. Lipps' adult daughter, subsequent to December 31, 2005. Mr. Lipps is the trustee of the CUTMA Trusts and is deemed to have beneficial ownership of the shares held by the CUTMA Trusts.

(2) Represents shares held in the Lipps Revocable Trust U/A/D 12/15/97 (the **Trust**). Mr. Lipps is the trustee of the Trust and is deemed to have beneficial ownership of the shares held by the Trust.

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Item 1.

- (a) Name of Issuer
Omnicell, Inc.
- (b) Address of Issuer's Principal Executive Offices
1201 Charleston Road, Mountain View, CA 94043

Item 2.

- (a) Name of Person Filing
Randall A. Lipps
- (b) Address of Principal Business Office or, if none, Residence
c/o Omnicell, Inc.
1201 Charleston Road, Mountain View, CA 94043
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
68213N 10 9

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - 1,465,927(1)(2)
- (b) Percent of class:
 - 5.43%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - 823,692(1)
 - (ii) Shared power to vote or to direct the vote
 - 624,737(2)
 - (iii) Sole power to dispose or to direct the disposition of
 - 823,692(1)
 - (iv) Shared power to dispose or to direct the disposition of
 - 624,737(2)

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

(1) Includes 746,198 options exercisable within 60 days of December 31, 2005. Also includes shares held in trust accounts for the benefit of Mr. Lipps' minor children (the *CUTMA Trusts*), which includes 8,750 shares to be transferred to Mr. Lipps' adult daughter, subsequent to December 31, 2005. Mr. Lipps is the trustee of the CUTMA Trusts and is deemed to have beneficial ownership of the shares held by the CUTMA Trusts.

(2) Represents shares held in the Lipps Revocable Trust U/A/D 12/15/97 (the *Trust*). Mr. Lipps is the trustee of the Trust and is deemed to have beneficial ownership of the shares held by the Trust.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2006
Date

/s/ Randall A. Lipps
Signature

Randall A. Lipps
Name/Title