

Ngo Nhat H
Form 4
March 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
Ngo Nhat H

(Last) (First) (Middle)

C/O OMNICELL, INC., 590
E.MIDDLEFIELD

(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)
03/08/2013

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)
Exec. VP, Strategy & 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					63,914	D	
Common Stock	03/08/2013		M		9,992 A \$ 10.22	73,906	D
Common Stock	03/08/2013		S		9,992 (1) D \$ 19	63,914	D
Common Stock	03/11/2013		M		10,008 A \$ 10.22	73,922	D
Common Stock	03/11/2013		S		10,008 (1) D \$ 19	63,914	D

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Common Stock	03/11/2013	M	3,750	A	\$ 7.94	67,664	D
Common Stock	03/11/2013	S	<u>3,750</u> ⁽¹⁾	D	\$ 19	63,914	D
Common Stock	03/08/2013	S	<u>1,268</u> ⁽¹⁾	D	\$ 18.68	62,646	D
Common Stock	03/08/2013	S	101 ⁽¹⁾	D	\$ 18.68	62,545	D
Common Stock	03/08/2013	S	<u>1,980</u> ⁽¹⁾	D	\$ 18.68	60,565	D
Common Stock	03/08/2013	S	<u>2,060</u> ⁽¹⁾	D	\$ 18.68	58,505	D
Common Stock	03/08/2013	S	990 ⁽¹⁾	D	\$ 18.68	57,515	D
Common Stock	03/08/2013	S	<u>4,132</u> ⁽¹⁾	D	\$ 18.68	53,383	D
Common Stock	03/08/2013	S	877 ⁽¹⁾	D	\$ 18.68	52,506	D

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

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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)	\$ 10.22	03/08/2013		M	<u>9,992</u> ⁽¹⁾	10/08/2009	11/05/2018	Common Stock	9,992
Stock Option (Right to	\$ 10.22	03/11/2013		M	<u>10,008</u> ⁽¹⁾	10/08/2009	11/05/2018	Common Stock	10,008

Buy)									
Stock									
Option	\$ 7.94	03/11/2013		M	3,750	01/01/2010	02/04/2019	Common	3,750
(Right to					<u>(1)</u>			Stock	
Buy)									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ngo Nhat H C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043			Exec. VP, Strategy & Bus Dev.	

Signatures

/s/ Nhat Ngo 03/12/2013

**Signature of Date
Reporting Person

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) Sale made pursuant to a Rule 105b-1 Plan adopted on February 7, 2013.

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.