OMNICELL INC /CA/ Form SC 13G/A February 14, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Omnicell, Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

68213N109 (CUSIP Number)

December 31, 2004
Date of Event Which Requires Filing of the Statement

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

[]	Rule 13d-1(b)
[X]	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 disclosures provided in a prior cover page.

The information required on 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. 682	213N109		13G	Pa	ge 2 of 14 Pages	
1.		ORTING PERSON				
	S.S. OR I.R.S. ID	DENTIFICATION 1	NO. OF ABOVE PERS	SON		
	Citadel Limited	Partnershin				
2.			K IF A MEMBER OF	A GROUP		
				(a)	ý	
3.	SEC USE ONLY	,		(b)	О	
J.	SEC CSE ONE1					
4.		OR PLACE OF OR	GANIZATION			
NIT	Illinois limited p	-	COLE MOTING E	OWED		
	JMBER OF SHARES	5.	SOLE VOTING F	OWER		
-	EFICIALLY	6.	SHARED VOTIN	G POWER		
	WNED BY	·.	SILINED VOIL	010,121		
	EACH		997,339 shares of	Common Sto	ck	
	EPORTING	7.	SOLE DISPOSIT			
J	PERSON		0			
	WITH	8.	SHARED DISPO		ER	
			See Row 6 above			
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	v 6 above. . BOX IF THE AGGRI	EGATE AMOUNT	'IN POW (0) EYCI II	DES		
	IN SHARES	EGATE AMOUNT	IN KOW (9) EXCLU	DES		
	NT OF CLASS REPRI	ESENTED BY AM	OUNT IN ROW (9)			
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TYPE OF REPORTING PERSON

12.

PN; HC

CUSIP NO. 68	213N109	13G		Page 3 of 14 Pages	
1.	NAME	OF REPORTING PERSON			
	S.S. O	R I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	Citada	l Investment Group, L.L.C.			
2.		K THE APPROPRIATE BOX IF A MEMBER OF A GR	OUP		
			(a)	ý	
			(b)	0	
3.	SEC U	SE ONLY			
4	CITIZ	ENGLID OD DI A CE OE OD CANIZATION			

CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company

NUMBER OF 5. SOLE VOTING POWER

SHARES **0**BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY

EACH

997,339 shares of Common Stock

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON

WITH 8. SHARED DISPOSITIVE POWER

See Row 6 above.

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 3.9% as of December 31, 2004 (based on 25,287,153 shares of Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON **OO; HC**

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CUSIP	NO. 68213N109)		13G	F	Page 4 of 14 Pages	
		AME OF REPORTIN S. OR I.R.S. IDENTI		IO. OF ABOVE PERS	ON		
		enneth Griffin			an arm		
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					(a) (b)	ý	
	3. SE	EC USE ONLY			(0)	0	
		TIZENSHIP OR PLA S. Citizen	ACE OF ORC	GANIZATION			
	NUMBER		5.	SOLE VOTING P	AWED.		
	SHARES		5.	0	JWEK		
	BENEFICIA		6.	SHARED VOTING	G POWER		
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	EACH			997,339 shares of	Common St	rock	
	REPORTI	NG	7.	SOLE DISPOSITI			
	PERSON	N	,.	0	VETOWEK		
	WITH		8.	SHARED DISPOS	ITIVE POW	ER	
				See Row 6 above.			
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	See Row 6 abov	ve.					
10.			E AMOUNT	IN ROW (9) EXCLUI	DES		
	CERTAIN SHA						O
11.	PERCENT OF C	CLASS REPRESENT	TED BY AM	OUNT IN ROW (9)			

October 31, 2004).

12. TYPE OF REPORTING PERSON IN; HC

Page 4 of 14

CUSIP NO. 68	3213N109		13G	P	Page 5 of 14 Pages	
1.	NAME OF REPO	RTING PERSON				
	S.S. OR I.R.S. ID	ENTIFICATION N	NO. OF ABOVE PERSO	N		
	Citadel Wellingt					
2.	CHECK THE AP	PROPRIATE BOX	IF A MEMBER OF A	GROUP		
				(a)	ý	
-	ana			(b)	0	
3.	SEC USE ONLY					
4.	CITIZENSHIPO	R PLACE OF ORG	GANIZATION			
		l liability company				
N	UMBER OF	5.	SOLE VOTING PO	WER		
	SHARES		0			
BE	NEFICIALLY	6.	SHARED VOTING	POWER		
C	OWNED BY					
	EACH		997,339 shares of C	Common Sto	ock	
R	EPORTING	7.	SOLE DISPOSITIV		V	
	PERSON	,,	0			
	WITH	8.	SHARED DISPOSI	TIVE POW	ER	
			See Row 6 above.			
9. AGGR	EGATE AMOUNT BEI	NEFICIALLY OW	NED BY EACH REPOR	RTING PER	SON	
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CERTA	AIN SHARES					0
1. PERCI	ENT OF CLASS REPRE	SENTED BY AM	OUNT IN ROW (9)			

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12.

OO; HC

TYPE OF REPORTING PERSON

CUSIP	NO. 68213N109	1,	3G	Page 6 of 14 Pages	
		REPORTING PERSON R.S. IDENTIFICATION NO). OF ABOVE PERSON		
		ensington Global Strategie			
2	2. CHECK T	HE APPROPRIATE BOX I	F A MEMBER OF A GROUP (a) (b)	ý o	
	3. SEC USE	ONLY			
2	4. CITIZENS Bermuda	HIP OR PLACE OF ORGA	ANIZATION		
	NUMBER OF SHARES BENEFICIALLY OWNED BY	5. 6.	SOLE VOTING POWER O SHARED VOTING POWER	₹	
	EACH REPORTING PERSON WITH	7.	997,339 shares of Common SOLE DISPOSITIVE POWI 0	ER	
	WIIH	8.	SHARED DISPOSITIVE PO See Row 6 above.	OWER	
	AGGREGATE AMOU See Row 6 above.	NT BENEFICIALLY OWN	ED BY EACH REPORTING P	PERSON	
	CHECK BOX IF THE A	AGGREGATE AMOUNT II	N ROW (9) EXCLUDES		
11. F	PERCENT OF CLASS	REPRESENTED BY AMO	UNT IN ROW (9)		

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TYPE OF REPORTING PERSON CO; HC

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CUSIP NO.	68213N109		13G	Pa	age 7 of 14 Pages	
1.		ORTING PERSON				
	S.S. OR I.R.S. ID	DENTIFICATION N	NO. OF ABOVE PERSON			
	Citadel Equity F	und Ltd.				
2.			X IF A MEMBER OF A GRO	OUP		
			,	a)	ý	
3.	SEC USE ONLY	-	(1	0)	0	
3.	SEC USE ONE I					
4.		R PLACE OF ORC	GANIZATION			
	Cayman Islands NUMBER OF	company 5.	SOLE VOTING POWE	D		
	SHARES	3.	0	K		
В	ENEFICIALLY	6.	SHARED VOTING PO	WER		
	OWNED BY					
	EACH		997,339 shares of Com	non Sto	ck	
	REPORTING	7.	SOLE DISPOSITIVE PO	OWER		
	PERSON WITH	_	0			
	WIII	8.	SHARED DISPOSITIVE See Row 6 above.	E POWE	ER	
9. AGG	REGATE AMOUNT BE	NEFICIALLY OW	NED BY EACH REPORTIN	IG PERS	SON	
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		EGATE AMOUNT	IN ROW (9) EXCLUDES			
	ΓAIN SHARES					o
11. PERC	CENT OF CLASS REPRE	ESENTED BY AM	OUNT IN ROW (9)			

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CO; HC

TYPE OF REPORTING PERSON

CUSIP NO. 682	CUSIP NO. 68213N109		13G	Page 8 of 14 Pages
1.		ORTING PERSON	IO. OF ABOVE PERSON	
	5.5. OK 1.K.5. ID	ENTIFICATION	O. OF ABOVE FERSON	
	Aragon Investme			
2.	CHECK THE AP	PROPRIATE BOX	IF A MEMBER OF A GROUP	
			(a) (b)	ý o
3.	SEC USE ONLY		(0)	O
,	CITIZEN GLUD O		AAN WAA MINNA	
4.	Bermuda compa	R PLACE OF ORG	JANIZATION	
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S	SHARES		0	
	EFICIALLY	6.	SHARED VOTING POWE	R
	VNED BY			
	EACH		997,339 shares of Common	
	PORTING PERSON	7.	SOLE DISPOSITIVE POW	ER
1	WITH	8.	0 SHARED DISPOSITIVE PO	OWED
		0.	See Row 6 above.	JWER
9. AGGRE	GATE AMOUNT BE	NEFICIALLY OW	NED BY EACH REPORTING I	PERSON
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		EGATE AMOUNT	IN ROW (9) EXCLUDES	
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II. FERCE	VI OF CLASS KEPKE	SENTED DI AMI	JUNI IN KOW (3)	
Approxi	mately 3.9% as of De	cember 31, 2004 (I	based on 25,287,153 shares of 0	Common Stock issued and outstanding a
October	31, 2004).			S
	F REPORTING PERS	ON		
CO; BD				

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Item 1(a) Name of Issuer: **OMNICELL, INC.**

1(b) Address of Issuer s Principal Executive Offices:

1201 Charleston Road Mountain View, CA 94043

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

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Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Aragon Investments, Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street Chicago, Illinois 60603 Bermuda company

2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share

2(e) CUSIP Number: 68213N109

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Exchange Act;

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CUSIP NO). 68213N	109	13G	Page 11 of 14 Pages	
	a >				
	(b)	[]	Bank as defined in Section 3(a)(6) of the E	exchange Act;	
	(c)	[_]	Insurance company as defined in Section 3	s(a)(19) of the Exchange Act;	
	(d)	[]	Investment company registered under Sect	ion 8 of the Investment Company Act;	
	(e)	[]	An investment adviser in accordance with	Rule 13d-1(b)(1)(ii)(E);	
	(f)	[_]	An employee benefit plan or endowment for	und in accordance with Rule 13d-1(b)(1)(ii)(F);	
	(g)	[]	A parent holding company or control perso	on in accordance with Rule 13d-1(b)(1)(ii)(G);	
	(h)	[]	A savings association as defined in Section	a 3(b) of the Federal Deposit Insurance Act;	
	(i)	[]	A church plan that is excluded from the de the Investment Company Act;	finition of an investment company under Section 3(c)(14)	of
	(j)	[]	Group, in accordance with Rule 13d-1(b)(1	1)(ii)(J).	
Item 4	Owne		to Rule 13d-1(c), check this box. ý		
CITADEL LI CITADEL IN KENNETH (CITADEL W CITADEL K CITADEL E ARAGON IN	IVESTME GRIFFIN ELLING ENSINGT QUITY FU	ENT GI FON L ON GI UND L	COUP, L.L.C. LC LOBAL STRATEGIES FUND LTD. TD.		
(a)			Amount beneficially owned	l:	
997,339 share	s of Comm	on Sto	k		
(b)			Percent of Class:		
Approximatel	y 3.9% as o	of Dece	mber 31, 2004 (based on 25,287,153 shares of C	Common Stock issued and outstanding as of October 31, 20	04).
(c)			Number of shares as to which	ch such person has:	
			Page 11 of 14		

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colo movvon	to vote on to diment the vote.	
sole power	to vote or to direct the vote:	
0		
shared power	er to vote or to direct the vote:	
See Item 4 ((a) above.	
sole power	to dispose or to direct the disposition of:	
0		
shared power	er to dispose or to direct the disposition of:	
See Item 4 ((a) above.	
	t as of the data haraef the reporting parson h	as agained to
		ias ceased to
	which Acquired the Security Being Reported	d on by the Parent
	above.	
Not Applica	ible.	
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	sole power to See Item 4 (sole power to Of Five Percent or Less of a Class: tement is being filed to report the fact that percent of the class of securities, check to of More than Five Percent on Behalf of Not Application and Classification of the Subsidiary to ompany: See Item 2 a ion and Classification of Members of the Not Application and Classification of Group:	sole power to vote or to direct the vote: 0 shared power to vote or to direct the vote: See Item 4 (a) above. sole power to dispose or to direct the disposition of: 0 shared power to dispose or to direct the disposition of: See Item 4 (a) above. of Five Percent or Less of a Class: ement is being filed to report the fact that as of the date hereof the reporting person hereof the class of securities, check the following: of More than Five Percent on Behalf of Another Person: Not Applicable. ion and Classification of the Subsidiary which Acquired the Security Being Reported company: See Item 2 above. ion and Classification of Members of the Group: Not Applicable. Dissolution of Group: Not Applicable.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This Schedule 13G/A is being filed solely to make certain corrective changes to the Reporting Persons party to the Schedule 13G/A filed on February 9, 2005, reflecting internal organization changes made within the reporting group on or prior to December 31, 2004.

* Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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

Dated this 14th day of February, 2005

CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

KENNETH GRIFFIN

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, attorney-in-fact*

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

ARAGON INVESTMENTS, LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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CITADEL WELLINGTON LLC

By: Citadel Limited Partnership,

its Managing Member

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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