

Luhr Renee M
 Form 3/A
 May 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Luhr Renee M | | (Month/Day/Year) | OMNICELL INC /CA/ [OMCL] | |
| (Last) | (First) | (Middle) | 03/09/2006 | |
| 1201 CHARLESTON ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 03/17/2006 |
| MOUNTAIN VIEW,Â CAÂ 94043 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | VP Sales | |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 828 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|------------|------------|--------------|-----------------------|----------|-------------------|---|
| Stock Option (Right to Buy) | 10/31/2004 | 12/03/2013 | Common Stock | 20,000 ⁽¹⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 07/21/2004 | 12/03/2013 | Common Stock | 1,250 ⁽²⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 10/19/2004 | 12/03/2013 | Common Stock | 698 ⁽³⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 10/19/2004 | 12/03/2013 | Common Stock | 552 ⁽⁴⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 12/04/2008 | 12/03/2013 | Common Stock | 1,250 ⁽⁵⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 12/04/2008 | 12/03/2013 | Common Stock | 1,250 ⁽⁵⁾ | \$ 13.16 | D | Â |
| Stock Option(Right to Buy) | 07/01/2005 | 08/16/2014 | Common Stock | 1,157 ⁽⁶⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 07/01/2005 | 08/16/2014 | Common Stock | 8,843 ⁽⁶⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 02/03/2005 | 11/02/2014 | Common Stock | 7,235 ⁽⁷⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 02/03/2005 | 11/02/2014 | Common Stock | 2,765 ⁽⁷⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 06/01/2005 | 05/31/2015 | Common Stock | 5,000 ⁽⁸⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 03/07/2006 | 12/06/2015 | Common Stock | 15,000 ⁽⁹⁾ | \$ 13.16 | D | Â |
| Stock Option (Right to Buy) | 03/09/2006 | 01/31/2016 | Common Stock | 1,000 ⁽¹⁰⁾ | \$ 13.16 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Luhr Renee M 1201 CHARLESTON ROAD MOUNTAIN VIEW,Â CAÂ 94043 | Â | Â | Â VP Sales | Â |

Signatures

/s/ Renee M.
Luhr

05/05/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 subject to option vest as follows: 25% vests on November 1, 2005; balance vests ratably monthly thereafter for 36 months
- (2) Shares subject to option vest as follows: 50% vests immediately; 50% vests on July 21, 2008
- (3) Shares subject to option vest as follows: 50% vests immediately, 50% vests on October 19, 2008
- (4) Fully vested
- (5) Shares subject to option vest as follows: 100% vests on December 4, 2008, subject to acceleration upon completion of certain milestones
- (6) Shares subject to option vest as follows: 25% vests on July 1, 2005, balance vests ratably monthly thereafter for 36 months
- (7) Shares subject to option vest as follows: 6.25% vests on February 3, 2005; balance vests ratably monthly thereafter for 48 months
- (8) Shares subject to option vest as follows: 100% vests on June 1, 2007, subject to acceleration upon completion of certain milestones
- (9) Shares subject to option vest as follows: 25% vests on March 7, 2006, balance vests ratably monthly thereafter for 36 months
- (10) Shares subject to option vest as follows: 1/48th vests monthly commencing on February 9, 2006

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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