OMNICELL, Inc Form 4 November 06, 2014

## FORM 4

Check this box

if no longer

subject to

Section 16.

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad JOHNSTON	-	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	OMNICELL, Inc [OMCL]  3. Date of Earliest Transaction	(Check all applicable)					
C/O OMNICELL, INC., 590 E.MIDDLEFIELD			(Month/Day/Year) 11/04/2014	Director 10% OwnerX Officer (give title Other (specify below)  Executive VP & General Counsel					
(Street)  MOUNTAIN VIEW, CA 94043		A 94043	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own
			Table 1 - Itoh-Delivative Securities Acquired, Disposed of, of Deficiencially Own

							1 , — <b>F</b>	,	-5
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Secur on(A) or D		*	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	• •	any	Code	(D)	•		Beneficially	(D) or	Beneficial
, , , ,		(Month/Day/Year)	(Instr. 8)	(Instr. 3.	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock							71,296	D	
Common Stock	11/04/2014		S	469	D	\$ 32.1	70,827	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		3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivat	ive Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	y or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSTON DAN S C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043

Executive VP & General Counsel

## **Signatures**

/s/ Dan S. 11/06/2014 Johnston

\*\*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).

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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