OMNICELL, Inc Form 4 May 21, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Moore Vance B.

(Middle)

C/O OMNICELL, INC, 1201 CHARLESTON ROAD

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction

(Month/Day/Year) 05/19/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MOUNTAIN VIEW, CA 94043

| (City) | (State) (Z | Zip) Table | e I - Non-Do | on-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
|--------------------------------------|---|--|--------------|---|--|---|--|---|--|--|--|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed 3. 4. Securities (onth/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) | |)) | 5. Amount of Securities Beneficially Owned Following | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | | | |
| Common Stock | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) 21,500 | D | | | | |
| Common Stock | 05/19/2015 | | A | 3,328 (1) | A | \$ 0 | 24,828 | D | | | | |
| Common Stock | 05/19/2015 | | A | 277 (2) | A | \$0 | 25,105 | D | | | | |
| Common Stock | 05/19/2015 | | A | 277 (3) | A | \$0 | 25,382 | D | | | | |

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

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SEC 1474 (9-02)

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Tit | le and | 8. Price of | 9. |
|-------------|-------------|---------------------|--------------------|---|------------|---------------|--------------------|------------|---------|-------------|-----|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Da | Expiration Date An | | ınt of | Derivative | De |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Unde | rlying | Security | Se |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative Securities Acquired | | | | Secur | ities | (Instr. 5) | В |
| | Derivative | | | | | | (Instr | . 3 and 4) | | O | |
| | Security | | | | | | | | | | Fo |
| | | | | | (A) or | | | | | | Re |
| | | | | | Disposed | | | | | | Tr |
| | | | | | of (D) | | | | | | (Iı |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | Titic | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | C040 1 | (11) (D) | | | | Dilaios | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

Moore Vance B. C/O OMNICELL, INC 1201 CHARLESTON ROAD **MOUNTAIN VIEW, CA 94043**

X

Signatures

/s/ Vance Moore 05/21/2015

**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).
- Grant of restricted shares in consideration of services as a Board Member. Shares shall vest in full on the date of the Company's 2016 **(1)** Annual Meeting of Stockholders
- Grant of restricted shares in consideration of services as a member of the Audit Committee. Shares shall vest in full on the date of the **(2)** Company's 2016 Annual Meeting of Stockholders
- Grant of restricted shares in consideration of services as a member of the Compensation Committee. Shares shall vest in full on the date of the Company's 2016 Annual Meeting of Stockholders

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.

Reporting Owners 2

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