

Luhr Renee M
Form 3/A
March 24, 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 *

Â Luhr Renee M
(Last) (First) (Middle)

1201 CHARLESTON ROAD
(Street)

MOUNTAIN
VIEW,Â CAÂ 94043
(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
03/09/2006

3. Issuer Name **and** Ticker or Trading Symbol
OMNICELL INC /CA/ [OMCL]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (specify below)
VP Sales

5. If Amendment, Date Original
Filed(Month/Day/Year)
03/17/2006

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
___ 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

30,698

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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

Expiration
Date

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

03/24/2006

 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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