

Luhr Renee M  
Form 4/A  
March 05, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Luhr Renee M

(Last) (First) (Middle)  
1201 CHARLESTON ROAD  
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/09/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Sales

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/07/2007                           |  | M                              |   | 1,250 <sup>(1)</sup>  | A  | \$ 13.16  |
| Common Stock                    | 02/07/2007                           |  | M                              |   | 624 <sup>(1)</sup>  | A  | \$ 12.32  |
| Common Stock                    | 02/07/2007                           |  | M                              |   | 39 <sup>(2)</sup>   | A  | \$ 13.16  |
| Common Stock                    | 02/07/2007                           |  | M                              |   | 22 <sup>(2)</sup>   | A  | \$ 13.16  |
| Common Stock                    | 02/07/2007                           |  | M                              |   | 833 <sup>(1)</sup>  | A  | \$ 10.08  |

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|              |            |                  |                       |   |                     |        |   |
|--------------|------------|------------------|-----------------------|---|---------------------|--------|---|
| Common Stock | 02/07/2007 | M                | 625 <sup>(3)</sup>    | A | \$ 6.5              | 3,393  | D |
| Common Stock | 02/07/2007 | M                | 810 <sup>(1)</sup>    | A | \$ 10.58            | 4,203  | D |
| Common Stock | 02/07/2007 | S                | 4,203                 | D | \$ 20.6293          | 0      | D |
| Common Stock | 02/07/2007 | A <sup>(6)</sup> | 15,000 <sup>(4)</sup> | A | \$ 0 <sup>(6)</sup> | 15,000 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities                   |                      | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                           | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|----------------------|--|---------------------------|---|-------------------------------|
|  |  |                                      |  |                                | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                      | Date Exercisable   | Expiration Date           |   |                               |
| Stock Option (Right to Buy)                | \$ 13.16   | 02/07/2007                           |  | M                              |  | 1,250 <sup>(7)</sup> | 11/01/2004   | 12/04/2013                | Common Stock  | 1,250                         |
| Stock Option (Right to Buy)                | \$ 12.32   | 02/07/2007                           |  | M                              |  | 624 <sup>(7)</sup>   | 07/01/2005   | 08/17/2014                | Common Stock  | 624                           |
| Stock Option (Right to Buy)                | \$ 13.16   | 02/07/2007                           |  | M                              |  | 39 <sup>(7)</sup>    | 07/21/2004   | 12/04/2009 <sup>(8)</sup> | Common Stock  | 39                            |
| Stock Option (Right to Buy)                | \$ 13.16   | 02/07/2007                           |  | M                              |  | 22 <sup>(7)</sup>    | 10/19/2004   | 12/04/2009 <sup>(8)</sup> | Common Stock  | 22                            |
| Stock Option (Right to Buy)                | \$ 10.08   | 02/07/2007                           |  | M                              |  | 833 <sup>(7)</sup>   | 02/03/2005   | 11/03/2014                | Common Stock  | 833                           |

Buy)

|                             |          |            |   |        |                   |            |            |              |    |
|-----------------------------|----------|------------|---|--------|-------------------|------------|------------|--------------|----|
| Stock Option (Right to Buy) | \$ 6.5   | 02/07/2007 | M |        | <u>625</u><br>(7) | 07/01/2005 | 06/01/2015 | Common Stock | 6  |
| Stock Option (Right to Buy) | \$ 10.58 | 02/07/2007 | M |        | <u>810</u><br>(7) | 03/07/2006 | 12/07/2015 | Common Stock | 8  |
| Stock Option (Right to Buy) | \$ 20.95 | 02/07/2007 | A | 50,000 |                   | 02/01/2007 | 02/07/2017 | Common Stock | 50 |

## Reporting Owners

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

## Signatures

/s/ Renee M.  
Luhr

03/05/2007

\*\*Signature of  
Reporting Person

Date

## 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).
- (1) Shares vest ratably over 48 months.
- (2) Shares vest 50% immediately, remaining 50% vests ratably thereafter for the next 48 months.
- (3) Shares vest ratably over 24 months.
- (4) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.
- (5) Shares vest ratably over 48 months.
- (6) Correction of transaction code and price.
- (7) Correction of disposal, rather than acquisition, of exercised options.
- (8) Correction of grant expiration date.

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