

LIPPS RANDALL A
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 *
LIPPS RANDALL A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
OMNICELL, INC., 1201 CHARLESTON ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

MOUNTAIN VIEW, CA 94043-1337

4. If Amendment, Date Original Filed (Month/Day/Year)
02/08/2007

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

(City) (State) (Zip)

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					165,113	D	
Common Stock	02/05/2007		M	2,655 A \$ 2.75	167,768	D	
Common Stock	02/05/2007		M	4,845 A \$ 3.03	172,613	D	
Common Stock	02/05/2007		S	7,500 (4) D \$ 20.7667	165,113 (5)	D	
Common Stock	02/06/2007		M	7,500 A \$ 3.03	172,613	D	

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Common Stock	02/06/2007	S	7,500 (4)	D	\$ 20.6939	165,113	D	
Common Stock	02/07/2007	A ⁽¹⁰⁾	25,000 (9)	A	\$ 0 ⁽¹⁰⁾	190,113	D	
Common Stock						438,749 ⁽⁵⁾	I	In Trust with Wife ⁽¹⁾
Common Stock	01/12/2007	P	25 ⁽⁶⁾	A	\$ 17.77	80,393	I	In Trust for Children ⁽²⁾
Common Stock	02/06/2007	S	1,000 (7)	D	\$ 20.68	5,728 ⁽¹¹⁾	I	Held by Son ⁽³⁾

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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (Right to Buy)	\$ 2.75	02/05/2007		M	2,655 (12)	03/31/2003 11/05/2009	Common Stock	2,655	
Stock Option (Right to Buy)	\$ 3.03	02/05/2007		M	4,845 (12)	12/21/2002 12/20/2012	Common Stock	4,845	
Stock Option (Right to Buy)	\$ 3.03	02/06/2007		M	7,500 (12)	12/21/2002 12/20/2012	Common Stock	7,500	
Stock Option (Right to Buy)	\$ 20.95	02/07/2007		A	140,000	02/01/2007 02/07/2017	Common Stock	140,000	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPPS RANDALL A OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337	X		President and CEO	

Signatures

/s/ Randall A.
Lipps

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 held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) Shares held by Mr. Lipps' son.
- (4) Sale made pursuant to a Rule 10b5-1 selling plan adopted on November 29, 2006.
- (5) Total reflects correction made based upon a calculation error on the Form 4 filed December 28, 2006.
- (6) Shares purchased for the benefit of Mr. Lipps' daughter and held by an IRA Trust.
- (7) Shares sold by Mr. Lipps' son.
- (8) Shares vest ratably over 48 months.
- (9) Grant of restricted shares in consideration of services. Shares shall vest semiannually over 48 months.
- (10) Correction of transaction code and price.
- (11) Correction made to account from which Mr. Lipps' son's shares were sold on 02/06/07.
- (12) Correction of disposal, rather than acquisition, of exercised options.

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.