

LIPPS RANDALL A

Form 5

February 15, 2012

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LIPPS RANDALL A

(Last)

(First)

(Middle)

OMNICELL, INC., 1201
CHARLESTON ROAD

(Street)

2. Issuer Name and Ticker or Trading
Symbol
OMNICELL, Inc [OMCL]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20115. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and CEO

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN
VIEW, CA 94043-1337☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2010		3	250 (2)	D \$ 0 419,999	I	In trust with wife (3)
Common Stock	12/31/2010		G5	1,767 (2)	D \$ 0 418,232	I	In trust with wife (3)

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Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	D	\$ 0	416,465	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	<u>14,000</u> (1)	D	\$ 0	402,465	I	In trust with wife (3)
Common Stock	01/01/2011	Â	J	<u>1,000</u> (5)	A	\$ 0	403,465	I	In trust with wife (3)
Common Stock	01/01/2011	Â	G	233 (2)	D	\$ 0	403,232	I	In trust with wife (3)
Common Stock	01/01/2011	Â	G	233 (2)	D	\$ 0	402,999	I	In trust with wife (3)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	D	\$ 0	401,306	I	In trust with wife (3)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	D	\$ 0	399,613	I	In trust with wife (3)
Common Stock	11/29/2011	Â	G	<u>12,000</u> (1)	D	\$ 0	387,613	I	In trust with wife (3)
Common Stock	Â	Â	3	Â	Â	Â	Â	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	250 (2)	A	\$ 0	37,362	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	A	\$ 0	39,129	I	In trust for Children (4)
Common Stock	12/31/2010	Â	G5	<u>1,767</u> (2)	A	\$ 0	40,896	I	In trust for Children (4)
Common Stock	01/01/2011	Â	G	233 (2)	A	\$ 0	41,129	I	In trust for Children (4)
Common Stock	01/01/2011	Â	G	233 (2)	A	\$ 0	41,362	I	In trust for Children (4)
Common Stock	03/18/2011	Â	G	<u>1,693</u> (2)	A	\$ 0	43,055	I	In trust for Children

Common Stock	03/18/2011	Â	G	1,693 (2)	A	\$ 0	44,748	I	(4) In trust for Children (4)
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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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

Â X Â Â President and CEO Â

Signatures

/s/ Randall A.
Lipps

02/15/2012

**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) Charitable gift without consideration.

(2) Transfer of shares to children without consideration.

(3) Shares held in trust with Mr. Lipps' wife.

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- (4) Shares held in trusts for the benefit of Mr. Lipps' children.
- (5) Bona fide gift of shares from family member without consideration.

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