

**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  
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

OMB  
Number: 3235-0287  
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response... 0.5

1. Name and Address of Reporting Person \*  
Foley Mary E

2. Issuer Name **and** Ticker or Trading Symbol  
OMNICELL, Inc [OMCL]

### 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)                      (First)                      (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/13/2012

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

C/O OMNICELL, INC., 1201  
CHARLESTON ROAD

(Street)

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

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

MOUNTAIN VIEW, CA 94043

☒ 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                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 18,360                                                   | D                                                     |
| Common Stock                    | 03/13/2012                           |                                                    | M                              |                                                                   | 6,250  | A          | \$ 12.93                                                                                      | 24,610                                                   | D                                                     |
| Common Stock                    | 03/13/2012                           |                                                    | S                              |                                                                   | 6,250  | D          | \$ 14.9                                                                                       | 18,360                                                   | D                                                     |
| Common Stock                    | 03/13/2012                           |                                                    | M                              |                                                                   | 12,148 | A          | \$ 11.91                                                                                      | 30,508                                                   | D                                                     |
| Common Stock                    | 03/13/2012                           |                                                    | S                              |                                                                   | 12,148 | D          | \$ 14.9                                                                                       | 18,360                                                   | D                                                     |

# Edgar Filing: Foley Mary E - Form 4

|              |            |   |       |   |         |        |   |
|--------------|------------|---|-------|---|---------|--------|---|
| Common Stock | 03/13/2012 | M | 2,734 | A | \$ 9.25 | 21,094 | D |
| Common Stock | 03/13/2012 | S | 2,734 | D | \$ 14.9 | 18,360 | D |

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

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

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock option (Right to Buy)                | \$ 12.93                                               | 03/13/2012                           |                                                    | M                              | 6,250                                                                                   | 04/26/2007 04/26/2016                                    | Common Stock 6,250                                            |
| Stock Option (Right to Buy)                | \$ 11.91                                               | 03/13/2012                           |                                                    | M                              | 12,148                                                                                  | 04/22/2009 04/22/2018                                    | Common Stock 12,148                                           |
| Stock Option (Right to Buy)                | \$ 9.25                                                | 03/13/2012                           |                                                    | M                              | 2,734                                                                                   | 05/19/2010 05/19/2019                                    | Common Stock 2,734                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| Foley Mary E<br>C/O OMNICELL, INC.<br>1201 CHARLESTON ROAD<br>MOUNTAIN VIEW, CA 94043 | X                                |

## Signatures

/s/ Mary E.  
Foley

03/15/2012

\_\_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).

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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