

Luhr Renee M
Form 4
February 22, 2008

FORM 4

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 APPROVAL

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(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 [OMCL]

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

02/21/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP Sales

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock								24,375	D
Common Stock	02/21/2008		M		209 <u>(1)</u>	A	\$ 12.32	24,584	D
Common Stock	02/21/2008		M		13 <u>(3)</u>	A	\$ 13.16	24,597	D
Common Stock	02/21/2008		M		3 <u>(3)</u>	A	\$ 13.16	24,600	D
Common Stock	02/21/2008		M		208 <u>(2)</u>	A	\$ 10.08	24,808	D

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Common Stock	02/21/2008	M	312 ⁽²⁾	A	\$ 10.58	25,120	D
Common Stock	02/21/2008	M	20 ⁽²⁾	A	\$ 11.58	25,140	D
Common Stock	02/21/2008	M	2,084 ⁽¹⁾	A	\$ 11.66	27,224	D
Common Stock	02/21/2008	S	2,849 ⁽⁴⁾	D	\$ 16.7	24,375	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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.32	02/21/2008		M	209	07/01/2005 08/17/2014	Common Stock	209
Stock Option (Right to Buy)	\$ 13.16	02/21/2008		M	13	07/21/2004 12/04/2009	Common Stock	13
Stock Option (Right to Buy)	\$ 13.16	02/21/2008		M	3	11/19/2004 12/04/2009	Common Stock	3
Stock Option (Right to Buy)	\$ 10.08	02/21/2008		M	208	02/03/2005 11/03/2014	Common Stock	208

Stock Option (Right to Buy)	\$ 10.58	02/21/2008	M	312	03/07/2006	12/07/2015	Common Stock	312
Stock Option (Right to Buy)	\$ 11.58	02/21/2008	M	20	03/09/2006	02/01/2016	Common Stock	20
Stock Option (Right to Buy)	\$ 11.66	02/21/2008	M	2,084	04/03/2007	04/05/2016	Common Stock	2,084

Reporting Owners

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

Signatures

/s/ Renee M.
Luhr

02/23/2008

__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 a 36 month period.

(2) Shares vest ratably over a 48 month period.

(3) Shares vest 50% immediately, remaining 50% vests ratably thereafter for the next 48 months.

(4) Sale made pursuant to a Rule 10b5-1 plan adopted on August 17, 2007.

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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