

Luhr Renee M
Form 4/A
January 06, 2009

FORM 4

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

OMB APPROVAL

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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 [OMCL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/25/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount | | |
| Common Stock | | | | | 22,500 ⁽⁵⁾ | D | |
| Common Stock | 08/21/2008 | | M | | 312 ⁽²⁾ | A | \$ 10.58 |
| Common Stock | 08/21/2008 | | M | | 20 ⁽²⁾ | A | \$ 11.58 |
| Common Stock | 08/21/2008 | | M | | 2,083 ⁽¹⁾ | A | \$ 11.66 |
| Common Stock | 08/21/2008 | | M | | 13 ⁽³⁾ | A | \$ 13.16 |
| | | | | | 22,812 ⁽⁶⁾ | D | |
| | | | | | 22,832 ⁽⁶⁾ | D | |
| | | | | | 24,915 ⁽⁶⁾ | D | |
| | | | | | 24,928 ⁽⁶⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|--------------------------------|---|----------|-----------------------|---|
| Common Stock | 08/21/2008 | M | 208 ⁽²⁾ | A | \$ 10.08 | 25,136 ⁽⁶⁾ | D |
| Common Stock | 08/21/2008 | S | <u>2,636</u> ⁽⁴⁾ | D | \$ 16 | 22,500 ⁽⁶⁾ | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.58 | 08/21/2008 | | M | 312 | 03/07/2006 12/07/2015 | Common Stock | 312 |
| Stock Option (Right to Buy) | \$ 11.58 | 08/21/2008 | | M | 20 | 03/09/2006 02/01/2016 | Common Stock | 20 |
| Stock Option (Right to Buy) | \$ 11.66 | 08/21/2008 | | M | 2,083 | 04/03/2007 04/05/2016 | Common Stock | 2,083 |
| Stock Option (Right to Buy) | \$ 13.16 | 08/21/2008 | | M | 13 | 11/19/2004 12/04/2009 | Common Stock | 13 |
| Stock Option (Right to Buy) | \$ 10.08 | 08/21/2008 | | M | 208 | 02/03/2005 11/03/2014 | Common Stock | 208 |

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

01/06/2009

__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.
- (5) Correction to reflect the correct number of securities beneficially owned. As correctly stated in the July 2, 2008 Form 4 filing, Ms. Luhr beneficially owned 22,500 shares of common stock as of that date.
- (6) Correction to reflect the correct number of securities beneficially owned as the number of shares of common stock Ms. Luhr beneficially owned as of August 21, 2008 was incorrectly reported in the original filing.

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.