LIPPS RANDALL A Form 4

March 07, 2018

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Add	lress of Reporting Person and ALL A	2. Issuer Name and Ticker or Trading Symbol OMNICELL, Inc [OMCL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner X Officer (give title Other (specify below)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				
C/O OMNICE E.MIDDLEFI	ELL, INC., 590 ELD	(Month/Day/Year) 03/06/2018				
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MOUNTAIN	VIEW, CA 94043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	osed of , 4 and (A) or		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)
Common Stock							224,206	D	
Common Stock							393,228	I	In Trust with Wife
Common Stock							15,549	I	In Trust for Children
Common Stock	03/06/2018		F	4,697 (3)	D	\$ 0	219,509	D	

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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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	8	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

MOUNTAIN VIEW, CA 94043

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

LIPPS RANDALL A

C/O OMNICELL, INC.
590 E.MIDDLEFIELD

X Chairman, President and CEO

Signatures

/s/ Randall A.
Lipps

**Signature of Reporting Person

O3/07/2018

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.

Reporting Owners 2

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- (3) The sales reported in this Form 4 were mainly to cover tax withholding obligations in connection with the vesting of restricted stock units that occurred immediately prior to the date of sale.
- The price reported in Column 4 is the average price of \$44.2143. The shares sold in between \$43.75.50 to \$44.70. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.

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.