

LIPPS RANDALL A  
 Form 5  
 February 15, 2012

**FORM 5**

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

OMB APPROVAL

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Check 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

1. Name and Address of Reporting Person \*  
**LIPPS RANDALL A**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**OMNICELL, Inc [OMCL]**  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2011**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**OMNICELL, INC., 1201 CHARLESTON ROAD**  
 (Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**MOUNTAIN VIEW, CA 94043-1337**  
 (City) (State) (Zip)

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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock	Â	Â	3	Â	Â	Â	Â	I	In trust with wife (3)
Common Stock	12/31/2010	Â	G5	250 (2)	D	\$ 0	419,999	I	In trust with wife (3)
Common Stock	12/31/2010	Â	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> <sup>(2)</sup>	D	\$ 0	416,465	I	In trust with wife <u>(3)</u>
Common Stock	12/31/2010	Â	G5	<u>14,000</u> <sup>(1)</sup>	D	\$ 0	402,465	I	In trust with wife <u>(3)</u>
Common Stock	01/01/2011	Â	J	<u>1,000</u> <sup>(5)</sup>	A	\$ 0	403,465	I	In trust with wife <u>(3)</u>
Common Stock	01/01/2011	Â	G	233 <sup>(2)</sup>	D	\$ 0	403,232	I	In trust with wife <u>(3)</u>
Common Stock	01/01/2011	Â	G	233 <sup>(2)</sup>	D	\$ 0	402,999	I	In trust with wife <u>(3)</u>
Common Stock	03/18/2011	Â	G	<u>1,693</u> <sup>(2)</sup>	D	\$ 0	401,306	I	In trust with wife <u>(3)</u>
Common Stock	03/18/2011	Â	G	<u>1,693</u> <sup>(2)</sup>	D	\$ 0	399,613	I	In trust with wife <u>(3)</u>
Common Stock	11/29/2011	Â	G	<u>12,000</u> <sup>(1)</sup>	D	\$ 0	387,613	I	In trust with wife <u>(3)</u>
Common Stock	Â	Â	3	Â	Â	Â	Â	I	In trust for Children <u>(4)</u>
Common Stock	12/31/2010	Â	G5	250 <sup>(2)</sup>	A	\$ 0	37,362	I	In trust for Children <u>(4)</u>
Common Stock	12/31/2010	Â	G5	<u>1,767</u> <sup>(2)</sup>	A	\$ 0	39,129	I	In trust for Children <u>(4)</u>
Common Stock	12/31/2010	Â	G5	<u>1,767</u> <sup>(2)</sup>	A	\$ 0	40,896	I	In trust for Children <u>(4)</u>
Common Stock	01/01/2011	Â	G	233 <sup>(2)</sup>	A	\$ 0	41,129	I	In trust for Children <u>(4)</u>
Common Stock	01/01/2011	Â	G	233 <sup>(2)</sup>	A	\$ 0	41,362	I	In trust for Children <u>(4)</u>
Common Stock	03/18/2011	Â	G	<u>1,693</u> <sup>(2)</sup>	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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**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. ...
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## 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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