#### JOHNSTON DAN S

Form 4/A

February 20, 2008

## FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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...

See Instruction 1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
OMNICELL, Inc [OMCL]  3. Date of Earliest Transaction	(Check all applicable)			
(Month/Day/Year)	Director 10% Owner			
02/06/2008	_X_ Officer (give title Other (specify below) V.P. & General Counsel			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year) 02/08/2009	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol OMNICELL, Inc [OMCL] 3. Date of Earliest Transaction (Month/Day/Year) 02/06/2008  4. If Amendment, Date Original Filed(Month/Day/Year)			

# VIEW, CA 94043-1337

(City)	(State) (	Zip) Table	e I - Non-D	erivative (	Secur	ities Acq	uired, Disposed of	f, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 6,564	D	
Common Stock	02/06/2008		A	6,250 (1)	A		12,814	D	
Common Stock	02/07/2008		M	833 (2)	A	\$ 10.75	13,647	D	
Common Stock	02/07/2008		S	833 (3)	D	\$ 18	12,814	D	

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

#### Edgar Filing: JOHNSTON DAN S - Form 4/A

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)

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 orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (I	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Common Stock (Right to Buy)	\$ 17.95	02/06/2008		A	12,500		02/06/2009(4)	02/06/2018	Common Stock	12,5
Common Stock (Right to Buy)	\$ 10.75	02/07/2008		M	8.	333	03/01/2005	12/01/2014	Common Stock	833

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSTON DAN S OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043-1337

V.P. & General Counsel

### **Signatures**

/s/ Dan S. 02/20/2008 Johnston

\*\*Signature of Date Reporting Person

## **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) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.
- (2) Shares vest ratably over 36 months.

Reporting Owners 2

#### Edgar Filing: JOHNSTON DAN S - Form 4/A

- (3) Sale made pursuant to a Rule 10b5-1 Plan adopted on August 8, 2007.
- (4) Correction to reflect correct date on which shares are exercisable.
- (5) Correction to reflect correct vesting schedule.
- (6) Shares vest ratably over 48 months, with a 1 year cliff.

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.