#### OMNICELL INC /CA/

Form 4

February 08, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

0.5 response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * YOUNGER WILLIAM H JR		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		OMNICELL INC /CA/ [OMCL]	(Check all applicable)		
(Last) (	First) (Middle)	3. Date of Earliest Transaction			
		(Month/Day/Year)	X Director 10% Owner		
755 PAGE MILL A-200	L ROAD, SUITE	02/06/2007	Officer (give title Other (specify below)		
(5	Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
PALO ALTO, CA	A 943041005		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	irities Acqui	ired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of (		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	02/06/2007		M	4,687 (1)	A	\$ 2	127,635	D	
Common	02/06/2007		M	4,688 (1)	A	\$ 5.15	132,323	D	
Common	02/06/2007		M	4,137 (1)	A	\$ 2.75	136,460	D	
Common	02/06/2007		S	4,687 (1)	D	\$ 20.9064 (2)	131,773	D	
Common	02/06/2007		S	4,688 (1)	D	\$ 20.9064	127,085	D	

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					(2)				
Common	02/06/2007	S	4,137 (1)	D	\$ 20.9064 (2)	122,948	D		
Common	02/06/2007	S	16,326	D	\$ 20.7711 (2)	0	I	By Shares Held By Ltd Partnership (SHAI) (3)	
Common	02/06/2007	S	41,344	D	\$ 20.7711 (2)	0	I	By Shares Held By Ltd Partnership (SHQP) (4)	
Common	02/07/2007	M	35,863 (1)	A	\$ 2.75	158,811	D		
Common	02/07/2007	S	35,863 (1)	D	\$ 20.9127 (2)	122,948	D		
Common	02/07/2007	S	9,375 (1)	D	\$ 20.9127 (2)	113,573	D		
Common						203,411	I	By Profit Sharing Plan Trust	
Common						255,034	I	By Trust (6)	
Common						96,726	I	By Shares Held By Ltd Partnership (SHV) (7) (8)	
Reminder: Re	eport on a separate line for each class of sec	urities bei	neficially ov	wned o	directly or inc	directly.			
	Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)								

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

number.

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	Derivative Security			(D)	sposed of : 3, 4,				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2	02/06/2007	M		4,687 (1)	02/24/2001	08/23/2010	Common	4,687
Stock Option (Right to Buy)	\$ 5.15	02/06/2007	M		4,688 (1)	06/02/2002	05/02/2012	Common	4,688
Stock Option (Right to Buy)	\$ 2.75	02/06/2007	M		4,137 (1)	12/05/2002	11/05/2012	Common	4,137
Stock Option (Right to Buy)	\$ 2.75	02/07/2007	M		35,863 (1)	12/05/2002	11/05/2012	Common	35,863

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
YOUNGER WILLIAM H JR 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X					

## **Signatures**

By: Robert Yin, by power of attorney 02/08/2007

\*\*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) The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (2) This represents the weighted average sales price.
- Shares held by Sutter Hill Entrepreneurs Fund (AI), L.P. The reporting person is a Managing Director of the General Partner of Sutter

  (3) Hill Entrepreneurs Fund (AI), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

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- Shares held by Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person is a Managing Director of the General Partner of Sutter

  (4) Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.
- (5) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.
- (6) Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.
- Excludes 40,302 shares held by Sutter Hill Ventures, A California Limited Partnership, on behalf a Managing Director of the General Partner. Neither Sutter Hill Ventures, A California Limited Partnership nor the reporting person has any voting or dispositive power over these shares. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership.
- Shares held by Sutter Hill Ventures, A California Limited Partnership. The reporting person is a Managing Director of the General Partner of Sutter Hill Ventures, A California Limited Partnership. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the partnership.

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.