

LIPPS RANDALL A  
 Form 5  
 February 15, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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><br>(2)  | D | \$ 0 | 416,465 | I | In trust with wife<br>(3)    |
| Common Stock | 12/31/2010 | Â | G5 | <u>14,000</u><br>(1) | D | \$ 0 | 402,465 | I | In trust with wife<br>(3)    |
| Common Stock | 01/01/2011 | Â | J  | <u>1,000</u><br>(5)  | A | \$ 0 | 403,465 | I | In trust with wife<br>(3)    |
| Common Stock | 01/01/2011 | Â | G  | 233 (2)              | D | \$ 0 | 403,232 | I | In trust with wife<br>(3)    |
| Common Stock | 01/01/2011 | Â | G  | 233 (2)              | D | \$ 0 | 402,999 | I | In trust with wife<br>(3)    |
| Common Stock | 03/18/2011 | Â | G  | <u>1,693</u><br>(2)  | D | \$ 0 | 401,306 | I | In trust with wife<br>(3)    |
| Common Stock | 03/18/2011 | Â | G  | <u>1,693</u><br>(2)  | D | \$ 0 | 399,613 | I | In trust with wife<br>(3)    |
| Common Stock | 11/29/2011 | Â | G  | <u>12,000</u><br>(1) | D | \$ 0 | 387,613 | I | In trust with wife<br>(3)    |
| Common Stock | Â          | Â | 3  | Â                    | Â | Â    | Â       | I | In trust for Children<br>(4) |
| Common Stock | 12/31/2010 | Â | G5 | 250 (2)              | A | \$ 0 | 37,362  | I | In trust for Children<br>(4) |
| Common Stock | 12/31/2010 | Â | G5 | <u>1,767</u><br>(2)  | A | \$ 0 | 39,129  | I | In trust for Children<br>(4) |
| Common Stock | 12/31/2010 | Â | G5 | <u>1,767</u><br>(2)  | A | \$ 0 | 40,896  | I | In trust for Children<br>(4) |
| Common Stock | 01/01/2011 | Â | G  | 233 (2)              | A | \$ 0 | 41,129  | I | In trust for Children<br>(4) |
| Common Stock | 01/01/2011 | Â | G  | 233 (2)              | A | \$ 0 | 41,362  | I | In trust for Children<br>(4) |
| Common Stock | 03/18/2011 | Â | G  | <u>1,693</u><br>(2)  | A | \$ 0 | 43,055  | I | In trust for Children        |

|              |            |   |   |                     |   |      |        |   |   |
|--------------|------------|---|---|---------------------|---|------|--------|---|---|
| Common Stock | 03/18/2011 | Â | G | <u>1,693</u><br>(2) | A | \$ 0 | 44,748 | I | <u>(4)</u><br>In trust for Children<br><u>(4)</u> |
|--------------|------------|---|---|---------------------|---|------|--------|---|---|

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 2270  
(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. Price of Derivative Security (Instr. 5) | 9.                         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
|  |  |                                      |  |                                |   | (A)  | (D)   |  |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| LIPPS RANDALL A<br>OMNICELL, INC.<br>1201 CHARLESTON ROAD<br>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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