

LIPPS RANDALL A
 Form 4
 May 01, 2019

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LIPPS RANDALL A

(Last) (First) (Middle)

C/O OMNICELL, INC., 590
 E.MIDDLEFIELD

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 OMNICELL, Inc [OMCL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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)
			Code	V	Amount	(D)	Price
Common Stock					176,802 ⁽⁴⁾	D	
Common Stock					316,492 ⁽⁴⁾	I	In Trust with Wife ⁽¹⁾
Common Stock					7,776 ⁽¹³⁾	I	In Trust for Children ⁽²⁾
Common Stock	12/18/2017		S		35,879 ⁽³⁾ ⁽¹⁴⁾	D	\$ 51.2419 In Trust with Wife

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								(14)	(1)
Common Stock	04/29/2019		M	24,282 (3)	A	\$ 0	201,084	D	
Common Stock	04/29/2019		S	1,409 (3)	D	\$ 79.616 (5)	199,675	D	
Common Stock	04/29/2019		S	2,600 (3)	D	\$ 79.616 (6)	197,075	D	
Common Stock	04/29/2019		S	4,100 (3)	D	\$ 79.616 (7)	192,975	D	
Common Stock	04/29/2019		S	3,407 (3)	D	\$ 79.616 (8)	189,568	D	
Common Stock	04/29/2019		S	1,766 (3)	D	\$ 79.616 (9)	187,802	D	
Common Stock	04/29/2019		S	11,000 (3)	D	\$ 78.2831 (10)	176,802	D	
Common Stock	04/29/2019		S	5,000 (3)	D	\$ 79.594 (11)	275,613	I	In Trust with Wife (1)
Common Stock	04/29/2019		J	36,296 (12)	D	\$ 0	140,506	D	
Common Stock	04/29/2019		J	36,296 (12)	A	\$ 0	311,909	I	In Trust with Wife (1)

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

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(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)		Amount or Number of Shares
						Date Exercisable	Expiration Date	Title	
						Code	V (A)	(D)	

Stock Options NQ (Right to Buy)	\$ 25.08	04/29/2019	M	13,282	02/04/2015	02/03/2024	Common Stock	13,282
Stock Options NQ (Right to Buy)	\$ 27.7	04/29/2019	M	11,000	02/04/2017	02/03/2026	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIPPS RANDALL A C/O OMNICELL, INC. 590 E.MIDDLEFIELD MOUNTAIN VIEW, CA 94043	X		Chairman, President and CEO	

Signatures

/s/ Randall A. Lipps
Date: 05/01/2019

**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) Shares held in trust with Mr. Lipps' wife.
- (2) Shares held in trust for the benefit of Mr. Lipps' children.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.
- (4) As originally reported in a Form 4 filed on February 22, 2019, the reporting person sold 20,000 shares on February 22, 2019. Due to an administrative error, the sales were reported as a reduction to shares held directly by Mr. Lipps, however the sales were actually sold from shares held in trust with Mr. Lipps' wife. The balances of shares held directly by Mr. Lipps and shares held in trust with Mr. Lipps' wife have been corrected accordingly in this Form 4.
- (5) The price reported in Column 4 is the average price of \$79.6160. The sold price range between \$76.94 to \$77.93. 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.
- (6) The price reported in Column 4 is the average price of \$79.6160. The sold price range between \$77.96 to \$78.9150. 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.
- (7) The price reported in Column 4 is the average price of \$79.6160. The sold price range between \$79.00 to \$79.99. 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.
- (8) The price reported in Column 4 is the average price of \$79.6160. The sold price range between \$80.18 to \$81.18. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission,

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upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) The price reported in Column 4 is the average price of \$79.6160. The sold price range between \$81.20 to \$81.45. 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.

(10) The price reported in Column 4 is the average price of \$78.2831. The sold price range between \$78.00 to \$79.04. 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.

(11) The price reported in Column 4 is the average price of \$79.5940. The sold price range between \$76.89 to 81.39. 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.

(12) Transfer from shares held directly by Mr. Lipps to shares held in trust with Mr. Lipps' wife.

(13) Due to administrative errors, the balance of shares held in trust for the benefit of Mr. Lipps' children was incorrectly reported in prior Form 4s as 14,549 shares; this balance has been adjusted to reflect the corrected balance of 7,776 shares.

(14) The price reported in Column 4 is the average price of \$51.2419. The sold price range between \$51.2361 to \$51.9333. 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. This transaction is being reported late due to an inadvertent administrative error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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