

JOHNSTON DAN S

Form 4/A

February 20, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSTON DAN S

(Last) (First) (Middle)

OMNICELL, INC., 1201
CHARLESTON ROAD

(Street)

MOUNTAIN
VIEW, CA 94043-1337

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/08/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

V.P. & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D)	Price		
Common Stock								6,564	D
Common Stock	02/06/2008		A		6,250 ⁽¹⁾	A	\$ 0	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.

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 17.95	02/06/2008		A		12,500		02/06/2009 ⁽⁴⁾	02/06/2018	Common Stock	12,500 ⁽⁵⁾
Common Stock (Right to Buy)	\$ 10.75	02/07/2008		M		833		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.
Johnston 02/20/2008

**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) Grant of restricted shares in consideration of services rendered. Shares shall vest semiannually over 48 months.

(2) Shares vest ratably over 36 months.

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- (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.

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