

OMNICELL INC /CA/
Form 4
November 08, 2006

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 *
Luhr Renee M

(Last) (First) (Middle)
1201 CHARLESTON ROAD
(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OMNICELL INC /CA/ [OMCL]

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2006

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)
VP Sales

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/06/2006		M		16,913	A	\$ 13.16 16,913	D
Common Stock	11/06/2006		M		5,833	A	\$ 12.32 22,746	D
Common Stock	11/06/2006		M		166	A	\$ 11.58 22,912	D
Common Stock	11/06/2006		M		3,124	A	\$ 10.58 26,036	D
Common Stock	11/06/2006		M		4,791	A	\$ 10.08 30,827	D

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Common Stock	11/06/2006	M	3,541	A	\$ 6.5	34,368	D
Common Stock	11/06/2006	S	34,368	D	\$ 18.755	0	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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	15,000	11/01/2004 12/04/2013		Common Stock	15,000
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	976	07/21/2004 12/04/2009		Common Stock	976
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	523	10/19/2004 12/04/2009		Common Stock	523
Stock Option (Right to Buy)	\$ 13.16	11/06/2006		M	414	10/19/2004 12/04/2009		Common Stock	414
Stock Option (Right to Buy)	\$ 12.32	11/06/2006		M	4,734	07/01/2005 08/17/2014		Common Stock	4,734
Stock Option	\$ 12.32	11/06/2006		M	1,099	07/01/2005 08/17/2014		Common Stock	1,099

(Right to Buy)

Stock Option (Right to Buy)	\$ 11.58	11/06/2006	M	166	02/09/2006	02/01/2016	Common Stock	166
Stock Option (Right to Buy)	\$ 10.58	11/06/2006	M	3,124	03/07/2006	12/07/2015	Common Stock	3,124
Stock Option (Right to Buy)	\$ 10.08	11/06/2006	M	4,791	02/03/2005	11/03/2014	Common Stock	4,791
Stock Option (Right to Buy)	\$ 6.5	11/06/2006	M	3,541	06/01/2005	06/01/2015	Common Stock	3,541

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luhr Renee M 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043			VP Sales	

Signatures

/s/ Renee M. Luhr 11/08/2006

**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).

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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