

OMNICELL INC /CA/
Form 4
August 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROBERG KEVIN L

(Last) (First) (Middle)

OMNICELL, INC., 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)
08/15/2005

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)

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	08/15/2006		M		15,625	A	\$ 10.4
Common Stock	08/15/2006		M		7,812	A	\$ 2
Common Stock	08/15/2006		M		7,813	A	\$ 5.15
Common Stock	08/15/2006		M		40,000	A	\$ 2.75
Common Stock	08/15/2006		M		25,000	A	\$ 3.3

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Common Stock	08/15/2006	M	6,250	A	\$ 12.1	102,500	D
Common Stock	08/15/2006	M	3,398	A	\$ 6.4	105,898	D
Common Stock	08/15/2006	S	105,898	D	\$ 17.0289	0	D
Common Stock	08/16/2006	M	2,852	A	\$ 6.4	2,852	D
Common Stock	08/16/2006	M	1,562	A	\$ 12.93	4,145	D
Common Stock	08/16/2006	M	6,250	A	\$ 6.93	10,664	D
Common Stock	08/16/2006	S	9,294	D	\$ 17	1,370	D
Common Stock	08/16/2006	S	1,370	D	\$ 17.02	0	D

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.4	08/15/2005		M	15,625	06/20/2002	06/19/2007	Common Stock	15,625
Stock Option (Right to Buy)	\$ 2	08/15/2006		M	7,812	08/24/2002	09/03/2010	Common Stock	7,812
	\$ 5.15	08/15/2006		M	7,813	06/02/2002	05/01/2012		7,813

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 2.75	08/15/2006	M	40,000	12/05/2002	11/04/2012	Common Stock	40,000	
Stock Option (Right to Buy)	\$ 3.3	08/15/2006	M	25,000	05/02/2003	04/01/2013	Common Stock	25,000	
Stock Option (Right to Buy)	\$ 12.1	08/15/2006	M	6,250	06/20/2004	05/19/2014	Common Stock	6,250	
Stock Option (Right to Buy)	\$ 6.4	08/15/2006	M	3,398	06/25/2005	05/24/2015	Common Stock	6,250	
Stock Option (Right to Buy)	\$ 6.4	08/16/2006	M	2,852	06/25/2005	05/24/2015	Common Stock	2,852	
Stock Option (Right to Buy)	\$ 12.93	08/16/2006	M	1,562	05/26/2006	04/25/2016	Common Stock	1,562	
Stock Option (Right to Buy)	\$ 6.93	08/16/2006	M	6,250	06/22/2003	05/21/2013	Common Stock	6,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERG KEVIN L OMNICELL, INC. 1201 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Kevin L.
Roberg

08/17/2006

__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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