

OMNICELL INC /CA/
Form 4
February 10, 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 *
STOBO JOHN D JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2006

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

400 EAST PRATT STREET, SUITE 910

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BALTIMORE, MD 21202-3116

(City) (State) (Zip)

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)
Common Stock	02/08/2006		M			40,000	\$ 2.75	40,000	D	
Common Stock	02/08/2006		M			5,000	\$ 2	45,000	D	
Common Stock	02/08/2006		S			20,000	\$ 11.4	25,000	D	
Common Stock	02/08/2006		S			20,000	\$ 11.37	5,000	D	
Common Stock	02/08/2006		S			5,000	\$ 11.35	0	D	

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Common Stock	02/09/2006	M	2,812	A	\$ 2	2,812	D
Common Stock	02/09/2006	M	7,813	A	\$ 5.15	10,625	D
Common Stock	02/09/2006	M	4,166	A	\$ 6.44	14,791	D
Common Stock	02/09/2006	M	6,250	A	\$ 6.93	21,041	D
Common Stock	02/09/2006	S	21,041	D	\$ 11.25	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option - right to buy	\$ 2.75	02/08/2006		M	40,000	11/05/2004 11/04/2012	Common Stock	40,000	
Stock Option - right to buy	\$ 2	02/08/2006		M	5,000	08/24/2000 08/23/2010	Common Stock	5,000	
Stock Option - right to buy	\$ 2	02/09/2006		M	2,812	08/24/2000 08/23/2010	Common Stock	2,812	
Non-statutory Stock Option - right to buy	\$ 5.15	02/09/2006		M	7,813	11/02/2004 05/02/2012	Common Stock	7,813	
Non-statutory Stock Option - right to buy	\$ 6.44	02/09/2006		M	4,166	01/24/2006 05/24/2015	Common Stock	4,166	
Non-statutory Stock Option -	\$ 6.93	02/09/2006		M	6,250	05/22/2004 05/21/2013	Common Stock	6,250	

right to buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOBO JOHN D JR 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X			

Signatures

John D Stobo, Jr.	02/10/2006
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**Signature of Reporting Person	Date
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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.