OMNICELL, Inc Form 4/A June 18, 2014

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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(Print or Type Responses)

1. Name and Address of Reporting Person * Bauer Joanne B			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)		OMNICELL, Inc [OMCL]  3. Date of Earliest Transaction	(Check all applicable)		
590 E. MIDDLEFIELD ROAD		OAD	(Month/Day/Year) 01/01/2014	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2014	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MOUNTAIN VIEW, CA 94043				Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. 4)	(IIIstr. 4)
Common Stock	01/01/2014		A	1,786 (2)	A	\$0	1,786	D	
Common Stock	01/01/2014		A	111 (3)	A	\$ 0	1,897	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: OMNICELL, Inc - Form 4/A

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	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	
Common Stock	\$ 25.53	01/01/2014		A	19,329 (1)	01/01/2015	12/31/2023	Common Stock	19,329	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·F···· & ····	Director	10% Owner	Officer	Other			
Bauer Joanne B 590 E. MIDDLEFIELD ROAD MOUNTAIN VIEW, CA 94043	X						

## **Signatures**

/s/ Joanne B.
Bauer

\_\*\*Signature of Reporting Person

O6/18/2014

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) Initial Stock Option grant will vest as to 1/3 of the shares on each anniversary of the date of grant.
- (2) Prorated grant of restricted shares in consideration of services as a member of the Board of Directors. Shares vest in full on the date of the Company's 2014 Annual Meeting of Stockholders.
- (3) Prorated grant of restricted shares in consideration for services of the Corporate Governance Committee. Shares shall vest in full on the date of the Company's 2014 Annual Meeting of Stockholders.

#### Remarks:

This is to correct the original Directors' grants

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.

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