

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>LIPPS RANDALL A</b>  (Last) (First) (Middle) <b>C/O OMNICELL, INC.</b> <b>590 E.MIDDLEFIELD</b>  (Street) <b>MOUNTAIN CA 94043</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OMNICELL, Inc [ OMCL ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman, President and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/07/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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							116,466	D		
Common Stock							289,409	I	In Trust with Wife <sup>(1)</sup>	
Common Stock							7,776	I	In Trust for Children <sup>(2)</sup>	
Common Stock	01/07/2020		S		4,600 <sup>(7)</sup>	D	\$81.3691 <sup>(3)</sup>	284,809	I	In Trust with Wife <sup>(1)</sup>
Common Stock	01/07/2020		S		400 <sup>(7)</sup>	D	\$82.1125 <sup>(4)</sup>	284,409	I	In Trust with Wife <sup>(1)</sup>
Common Stock	01/07/2020		M		24,000 <sup>(7)</sup>	A	\$0	140,466	D	
Common Stock	01/07/2020		S		21,432 <sup>(7)</sup>	D	\$81.3271 <sup>(6)</sup>	119,034	D	
Common Stock	01/07/2020		S		2,568 <sup>(7)</sup>	D	\$82.1067 <sup>(5)</sup>	116,466	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stpck Options NQ (Right to Buy)	\$27.7	01/07/2020		M			24,000	02/04/2017	02/03/2026	Common Stock	24,000	\$0	0	D	

**Explanation of Responses:**

- 1. Shares held in trust with Mr. Lipps' wife.
- 2. Shares held in trust for the benefit of Mr. Lipps' children.

3. The price reported in Column 4 is the average price of \$81.3691. The sold price range between \$80.98 to \$81.86. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. The price reported in Column 4 is the average price of \$82.1125. The sold price range between \$82.03 to \$82.22. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
5. The price reported in Column 4 is the average price of \$82.1067. The sold price range between \$81.84 to \$82.71. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
6. The price reported in Column 4 is the average price of \$81.3271. The sold price range between \$80.83 to \$81.83. The reporting person undertakes to provide to Omnicell, Inc., any security holder of Omnicell, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading Plan.

/s/ Randall A. Lipps

01/08/2020

\*\* Signature of Reporting Person

Date

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

\* 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.

**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 Number.**