

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. 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 or Section 30(h) of the Investment Company Act of 1940

|  |   |   |
|--|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Seim Robin Gene</u><br><br>(Last) (First) (Middle)<br><u>C/O OMNICELL, INC.</u><br><u>590 E.MIDDLEFIELD</u><br><br>(Street)<br><u>MOUNTAIN CA 94043</u><br><u>VIEW</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>OMNICELL, Inc [ OMCL ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President, Global A &amp; M A</u> |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>02/06/2018</u>        |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>  |   |   |

**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                    |                                      |  |                                |   |   |            |       | 50,794  | D  |   |
| Common Stock                    | 02/06/2018                           |  | A                              |   | 11,525 <sup>(1)</sup>   | A          | \$0   | 62,319  | D  |   |
| Common Stock                    | 02/06/2018                           |  | A                              |   | 13,067 <sup>(3)</sup>   | A          | \$0   | 75,386  | 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 |   |  |  |   |  |
| Stock Option (Right to Buy)                | \$44.25  | 02/06/2018                           |  | A                              |   | 51,136 <sup>(2)</sup>  |     | 02/06/2019   | 02/06/2028      | Common Stock  | \$0  | 51,136   | D   |  |

**Explanation of Responses:**

- Restricted Stock Units shall vest semiannually on 6/15 and 12/15 for a period of 4 years.
- Shares shall vest ratably over 48 month period, with a year cliff.
- The Performance-based restricted stock unit awards vest as to 25% of the shares on the date of the Compensation Committee meeting in 2019 when the Committee reviews the performance-based metrics and determines if they were met or not with the remaining shares vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2019 if the Company meets certain stock performance objectives compared to the NASDAQ Healthcare Index. The actual number of performance based stock awards that vest may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company's performance.

/s/ Robin G. Seim 02/08/2018

\*\* 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.

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