OMNICELL INC /CA/ Form SC 13G/A February 12, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL OMB Number: 3235-0145

Expires: December 31, 2005 Estimated average burden hours per response. . 11

Under the Securities Exchange Act of 1934 (Amendment No. 2)*

Omnicell, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68213N 109

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ý Rule 13d-1(d)

^{*}The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 68213N 109

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Sutter Hill Ventures, A California Limited Partnership 77-0287059			
Check the Appropriate Box if a Member of a Group (See Instructions)			
(a)	0		
(b)	ý		
SEC Use Only			
Citizenship or Place California, USA	of Organization		
5.		Sole Voting Power 1,612,098	
6.		Shared Voting Power	
7.		Sole Dispositive Power 1,612,098	
8.		Shared Dispositive Power	
Aggregate Amount E 1,612,098	Beneficially Owned by Eac	ch Reporting Person	
Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
Percent of Class Rep 6.8%	resented by Amount in Ro	w (9)	
Type of Reporting Po PN	erson (See Instructions)		
		2	
	Sutter Hill Ventures, Check the Appropria (a) (b) SEC Use Only Citizenship or Place California, USA 5. 6. 7. 8. Aggregate Amount E 1,612,098 Check if the Aggregate Percent of Class Rep 6.8% Type of Reporting Po	Sutter Hill Ventures, A California Limited Part Check the Appropriate Box if a Member of a G (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization California, USA 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each, 1,612,098 Check if the Aggregate Amount in Row (9) Ext Percent of Class Represented by Amount in Row 6.8% Type of Reporting Person (See Instructions)	

1.	Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	O		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of California, USA	Organization		
	5.		Sole Voting Power 16,326	
Number of Shares	6.		Shared Voting Power	
Beneficially Owned by				
Each	7.		Sole Dispositive Power	
Reporting			16,326	
Person With				
	8.		Shared Dispositive Power	
9.	Aggregate Amount Ber 16,326	neficially Owned by Ea	ch Reporting Person	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) 0.1%			
12.	Type of Reporting Pers PN	son (See Instructions)		
			3	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	O		
	(b)	ý		
3.	SEC Use Only			
4.	Citizenship or Place of C California, USA	Organization		
	5.		Sole Voting Power 41,344	
Number of			41,344	
Shares	6.		Shared Voting Power	
Beneficially				
Owned by				
Each Reporting	7.		Sole Dispositive Power	
Person With			41,344	
	8.		Shared Dispositive Power	
9.	Aggregate Amount Bene 41,344	eficially Owned by Ea	ch Reporting Person	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o			
11.	Percent of Class Represented by Amount in Row (9) 0.2%			
12.	Type of Reporting Perso PN	on (See Instructions)		
			4	

1.	Names of Reporting Persons. I David L. Anderson	I.R.S. Identification Nos. of	above persons (entities only)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	,
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organi USA	zation	
	5.		Sole Voting Power 385,196*
Number of			
Shares	6.		Shared Voting Power
Beneficially			1,669,768**
Owned by Each	7.		Sole Dispositive Power
Reporting	7.		385,196*
Person With			202,130
	8.		Shared Dispositive Power 1,669,768**
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,054,964		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by 8.6%	by Amount in Row (9)	
12.	Type of Reporting Person (See IN	e Instructions)	

^{*} Includes 232,849 shares held in The Anderson Living Trust of which the reporting person is the trustee, 50,312 shares held by Anvest, L.P. of which the reporting person is the General Partner and 102,035 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts and partnership s shares except as to the reporting person s pecuniary interest in the trusts and the partnership.

^{**} Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships shares except as to the reporting person s pecuniary interest in the partnerships.

Names of Reporting Persons G. Leonard Baker, Jr.	s. I.R.S. Identification Nos. o	f above persons (entities only)
2. Check the Appropriate Box if a Member of a Group (See In		
(a)	0	
(b)	ý	
SEC Use Only		
Citizenship or Place of Orga USA	nization	
5.		Sole Voting Power 371,929*
6.		Shared Voting Power 1,669,768**
7.		Sole Dispositive Power 371,929*
8.		Shared Dispositive Power 1,669,768**
Aggregate Amount Beneficially Owned by Each Reporting Person 2,041,697		
Check if the Aggregate Amo	ount in Row (9) Excludes Ce	rtain Shares (See Instructions) o
Percent of Class Represented 8.6%	d by Amount in Row (9)	
Type of Reporting Person (S IN	See Instructions)	
	G. Leonard Baker, Jr. Check the Appropriate Box (a) (b) SEC Use Only Citizenship or Place of OrgatusA 5. 6. 7. 8. Aggregate Amount Beneficit 2,041,697 Check if the Aggregate Amount Percent of Class Represente 8.6% Type of Reporting Person (S	Check the Appropriate Box if a Member of a Group (See (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization USA 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reporti 2,041,697 Check if the Aggregate Amount in Row (9) Excludes Cell Percent of Class Represented by Amount in Row (9) 8.6% Type of Reporting Person (See Instructions)

^{*} Includes 12,784 shares held in The Baker Revocable Trust of which the reporting person is a trustee and 101,483 shares held by Saunders Holdings, L.P. of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership of the trust s and partnership s shares except as to the reporting person s pecuniary interest in the trust and the partnership.

^{**} Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships shares except as to the reporting person s pecuniary interest in the partnerships.

1.	Names of Reporting Persons William H. Younger, Jr.	. I.R.S. Identification Nos. of	above persons (entities only)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organ USA	nization	
	5.		Sole Voting Power 555,455*
Number of			
Shares	6.		Shared Voting Power
Beneficially Owned by			1,669,768**
Each	7.		Sole Dispositive Power
Reporting	7.		555,455*
Person With			
	8.		Shared Dispositive Power 1,669,768**
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,225,223		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 0		
11.	Percent of Class Represented 9.3%	by Amount in Row (9)	
12.	Type of Reporting Person (Solin)	ee Instructions)	

^{*} Includes 156,061 shares held in The Younger Living Trust of which the reporting person is the trustee, 203,411 shares held by a retirement trust for the benefit of the reporting person, 9,375 shares from an exercise of director s option and 37,657 shares of director s options vested as of 2/29/04. The reporting person disclaims beneficial ownership of the trusts shares except as to the reporting person s pecuniary interest in the trusts.

^{**} Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships shares except as to the reporting person s pecuniary interest in the partnerships.

1.	Names of Reporting Persons. I Tench Coxe	I.R.S. Identification Nos. of	above persons (entities only)
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	0	
	(b)	ý	
	(-)	,	
3.	SEC Use Only		
4.	Citizenship or Place of Organi USA	zation	
	5.		Sole Voting Power 197,608*
Number of			
Shares	6.		Shared Voting Power
Beneficially			1,669,768**
Owned by Each	7.		Sole Dispositive Power
Reporting	7.		197,608*
Person With			137,000
	8.		Shared Dispositive Power 1,669,768**
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,867,376		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Represented by 7.8%	by Amount in Row (9)	
12.	Type of Reporting Person (Sec IN	e Instructions)	

^{*} Includes 111,709 shares held in The Coxe Revocable Trust of which the reporting person is a trustee, 34,463 shares held by The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee and 15,494 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts—shares except as to the reporting person—s pecuniary interest in the trusts.

^{**} Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships shares except as to the reporting person s pecuniary interest in the partnerships.

1.	Names of Reporting Gregory P. Sands	g Persons. I.R.S. Identificat	ion Nos. of above persons (entities only)
2.	Check the Appropri	iate Box if a Member of a C	Group (See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place USA	e of Organization	
	5.		Sole Voting Power 21,798*
Number of			
Shares	6.		Shared Voting Power
Beneficially			1,669,768**
Owned by Each	7		0.1 D: :: D
Reporting	7.		Sole Dispositive Power 21,798*
Person With			21,798**
	8.		Shared Dispositive Power 1,669,768**
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 1,691,566		
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o		
11.	Percent of Class Re	epresented by Amount in Ro	ow (9)
12.	Type of Reporting l	Person (See Instructions)	

^{*} Includes 17,140 shares held in the Gregory P. Sands Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trust—s shares except as to the reporting person—s pecuniary interest in the trust.

^{**} Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships shares except as to the reporting person s pecuniary interest in the partnerships.

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

	James C. Gaither		
2.	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	o	
	(b)	ý	

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