

BAK MARCUS P
Form 4
December 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
BAK MARCUS P

(Last) (First) (Middle)
1500 KEY TOWER, 127 PUBLIC SQUARE
(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OM GROUP INC [OMG]

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and General Manager, Nickel

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

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	11/29/2006	(1)	M		4,500	A	\$ 39.94
Common Stock	11/29/2006	(1)	M		6,000	A	\$ 36.25
Common Stock	11/29/2006	(1)	S		10,500	D	\$ 46
Common Stock	11/30/2006	(1)	M		6,000	A	\$ 35.38
Common Stock	11/30/2006	(1)	M		20,000	A	\$ 31.38

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Common Stock	11/30/2006	<u>(1)</u>	M	10,000	A	\$ 18.22	46,827 <u>(2)</u>	D	
Common Stock	11/30/2006	<u>(1)</u>	S	10,500	D	\$ 46.5	36,327 <u>(2)</u>	D	
Common Stock	11/30/2006	<u>(1)</u>	S	9,500	D	\$ 46.3	26,827 <u>(2)</u>	D	
Common Stock	11/30/2006	<u>(1)</u>	S	5,700	D	\$ 46.8	21,127 <u>(2)</u>	D	
Common Stock	11/30/2006	<u>(1)</u>	S	300	D	\$ 46.81	20,827 <u>(2)</u>	D	
Common Stock	11/30/2006	<u>(1)</u>	S	10,000	D	\$ 47	10,827 <u>(2)</u>	D	
Common Stock							1,670	I	Profit-Sharing Plan

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

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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)	Amount or Number of Shares
Stock Option	\$ 39.94	11/29/2006	<u>(1)</u>	M	4,500	10/27/1998 10/27/2007	Common Stock	4,500
Stock Option	\$ 36.25	11/29/2006	<u>(1)</u>	M	6,000	11/08/1999 11/08/2008	Common Stock	6,000
Stock Option	\$ 35.38	11/30/2006	<u>(1)</u>	M	6,000	11/05/2000 11/05/2009	Common Stock	6,000
Stock Option	\$ 31.38	11/30/2006	<u>(1)</u>	M	20,000	11/08/2005 ⁽³⁾ 11/08/2014	Common Stock	20,000
Stock Option	\$ 18.22	11/30/2006	<u>(1)</u>	M	10,000	11/03/2003 ⁽⁴⁾ 11/03/2013 ⁽⁴⁾	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAK MARCUS P 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114			VP and General Manager, Nickel	

Signatures

/s/ Marcus P. Bak, by Cipriano S. Beredo as attorney-in-fact	12/01/2006
__Signature of Reporting Person	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) This field is not applicable.
- (2) Of these shares, 2,100 are subject to vesting on May 1, 2009 and 7,650 are subject to vesting based upon performance criteria of OM Group, Inc. for the three (3) year period ending December 31, 2008.
- (3) These options vest in three (3) equal installments of 10,000 on November 8 of each of the years 2005, 2006, and 2007.
- (4) This date was incorrectly reported on filing dated November 5, 2003.

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.