

DRU JEAN MARIE

Form 4

May 01, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DRU JEAN MARIE

(Last) (First) (Middle)

C/O OMNICOM GROUP INC., 437
MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OMNICOM GROUP INC [OMC]

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

04/27/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President/CEO TBWA Worldwide

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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 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)
Common Stock, par value \$0.15 per share	04/27/2006 ⁽¹⁾		M	60,000 A	\$ 65.5 83,403	D	
Common Stock, par value \$0.15 per share	04/27/2006		M	83,333 A	\$ 62.35 166,736	D	
Common Stock, par value \$0.15 per share	04/27/2006		S	300 D	\$ 90.33 166,436	D	

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Common Stock, par value \$0.15 per share	04/27/2006	S	400	D	\$ 90.34	166,036	D
Common Stock, par value \$0.15 per share	04/27/2006	S	600	D	\$ 90.35	165,436	D
Common Stock, par value \$0.15 per share	04/27/2006	S	600	D	\$ 90.36	164,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.37	163,736	D
Common Stock, par value \$0.15 per share	04/27/2006	S	900	D	\$ 90.38	162,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,000	D	\$ 90.39	161,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,000	D	\$ 90.4	160,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,000	D	\$ 90.41	159,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	35,000	D	\$ 90.42	124,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	3,800	D	\$ 90.43	121,036	D
Common Stock, par value \$0.15 per share	04/27/2006	S	2,300	D	\$ 90.44	118,736	D
	04/27/2006	S	9,000	D		109,736	D

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Common Stock, par value \$0.15 per share					\$ 90.45		
Common Stock, par value \$0.15 per share	04/27/2006	S	1,800	D	\$ 90.46	107,936	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.47	106,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	900	D	\$ 90.48	105,936	D
Common Stock, par value \$0.15 per share	04/27/2006	S	300	D	\$ 90.49	105,636	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.5	104,536	D
Common Stock, par value \$0.15 per share	04/27/2006	S	11,600	D	\$ 90.51	92,936	D
Common Stock, par value \$0.15 per share	04/27/2006	S	1,100	D	\$ 90.52	91,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	300	D	\$ 90.53	91,536	D
Common Stock, par value \$0.15 per share	04/27/2006	S	700	D	\$ 90.54	90,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	300	D	\$ 90.56	90,536	D
	04/27/2006	S	2,800	D		87,736	D

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Common Stock, par value \$0.15 per share					\$ 90.57		
Common Stock, par value \$0.15 per share	04/27/2006	S	900	D	\$ 90.58	86,836	D
Common Stock, par value \$0.15 per share	04/27/2006	S	800	D	\$ 90.59	86,036	D
Common Stock, par value \$0.15 per share	04/27/2006	S	21,300	D	\$ 90.6	64,736	D
Common Stock, par value \$0.15 per share	04/27/2006	S	400	D	\$ 90.61	64,336	D

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

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(9-02)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 65.5	04/27/2006		M		60,000		<u>(2)</u>	02/25/2009	Common Stock	60,000
Employee Stock	\$ 62.35	04/27/2006		M		83,333		<u>(3)</u>	10/02/2001	Common Stock	83,333

Option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DRU JEAN MARIE C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022	President/CEO TBWA Worldwide

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for
Jean-Marie Dru

05/01/2006

____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 is the first of three Forms 4 filed on May 1, 2006, to report two option exercises and associated sales because all sales will not fit on one Form 4.
- (2) 30% of the shares vested on February 25, 2000; 30% of the shares vested on February 25, 2001; and the remaining 40% of the shares vested on February 25, 2002.
- (3) All of the shares vested on March 4, 2002.

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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