

OMNICOM GROUP INC
Form 4
September 26, 2008

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 *
WEISENBURGER RANDALL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

C/O OMNICOM GROUP INC., 437 MADISON AVENUE

09/24/2008

(Street)

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock, par value \$0.15 per share | 09/24/2008 ⁽¹⁾ | | M | | 105,504 | A | \$ 19.875 |
| Common Stock, par value \$0.15 per share | 09/24/2008 | | S | | 1,100 | D | \$ 38.89 |
| Common Stock, par value \$0.15 per share | 09/24/2008 | | S | | 1,500 | D | \$ 38.9 |
| Common Stock, par value \$0.15 per share | 09/24/2008 | | S | | 508,308 | D | \$ 508,308 ⁽²⁾ |

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| | | | | | | | |
|--|------------|---|-------|---|----------|---------|---|
| value \$0.15 per share | | | | | | | |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 900 | D | \$ 38.91 | 504,808 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 200 | D | \$ 38.93 | 504,608 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 300 | D | \$ 38.94 | 504,308 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 9,400 | D | \$ 38.95 | 494,908 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 1,700 | D | \$ 38.97 | 493,208 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 8,000 | D | \$ 38.98 | 485,208 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 2,500 | D | \$ 38.99 | 482,708 | D |
| Common Stock, par value \$0.15 per share | 09/24/2008 | S | 4,000 | D | \$ 39 | 478,708 | D |
| Common Stock, par value | 09/24/2008 | S | 6,100 | D | \$ 39.01 | 472,608 | D |

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| | | | | | | | |
|-------------------------|------------|---|-------|---|----------|---------|---|
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 2,400 | D | \$ 39.02 | 470,208 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 3,300 | D | \$ 39.03 | 466,908 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 1,800 | D | \$ 39.04 | 465,108 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 3,900 | D | \$ 39.06 | 461,208 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 5,000 | D | \$ 39.07 | 456,208 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 1,200 | D | \$ 39.08 | 455,008 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 1,500 | D | \$ 39.1 | 453,508 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 700 | D | \$ 39.14 | 452,808 | D |
| \$0.15 per share | | | | | | | |
| Common Stock, par value | 09/24/2008 | S | 1,100 | D | \$ 39.15 | 451,708 | D |
| \$0.15 per | | | | | | | |

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share

Common
Stock, par
value 09/24/2008 S 4,600 D \$ 39.16 447,108 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 1,600 D \$ 39.17 445,508 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 2,500 D \$ 39.18 443,008 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 2,400 D \$ 39.19 440,608 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 6,400 D \$ 39.2 434,208 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 6,500 D \$ 39.21 427,708 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 2,300 D \$ 39.22 425,408 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 300 D \$ 39.23 425,108 D
\$0.15 per
share

Common
Stock, par
value 09/24/2008 S 100 D \$ 39.24 425,008 D
\$0.15 per
share

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- (1) This is the first of two Forms 4 filed on September 26, 2008, to report two option exercises and associated sales because all sales will not fit on one Form.
- (2) This includes 6,204 shares acquired under Omnicom's employee stock purchase plan.
- (3) 30% of the shares vested on October 9, 1999; 30% of the shares vested on October 9, 2000; and the remaining 40% of the shares vested on October 9, 2001.

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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