

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**

(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)

**09/24/2008**

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)  
**Executive Vice President & CFO**

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	(D)	Price
Common Stock, par value \$0.15 per share	09/24/2008 <sup>(1)</sup>		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 <sup>(2)</sup>

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

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SEC 1474  
(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 Number Shares
Employee Stock Option (right to buy)	\$ 19.875	09/24/2008		M	105,504	<u>(3)</u> 10/09/2008	Common Stock	105,504	
Employee Stock Option (right to buy)	\$ 19.875	09/25/2008		M	44,496	<u>(3)</u> 10/09/2008	Common Stock	44,496	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISENBURGER RANDALL J C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			Executive Vice President & CFO	

## Signatures

/s/ Randall J. Weisenburger  
09/26/2008  
\*\*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).

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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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