

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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   | (3) 10/09/2008   | 10/09/2008  | Common Stock | 105,504              |
| Employee Stock Option (right to buy)       | \$ 19.875  | 09/25/2008                           |  | M                              | 44,496  | (3) 10/09/2008   | 10/09/2008  | Common Stock | 44,496               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| WEISENBURGER RANDALL J<br>C/O OMNICOM GROUP INC.<br>437 MADISON AVENUE<br>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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