

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
Expires: January 31, 2005
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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)
09/24/2008

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

C/O OMNICOM GROUP INC., 437 MADISON AVENUE

(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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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 | <u>(3)</u> 10/09/2008 | 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 | 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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