

OMNICOM GROUP INC
Form 4
November 15, 2010

FORM 4

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

OMB APPROVAL

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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)

11/10/2010

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 | (A) or (D) | Price |
| Common Stock, par value \$0.15 per share | 11/10/2010 | | M | | 800,000 | A | \$ 43.58 |
| | | | | | | | 1,249,042 (1) |
| Common Stock, par value \$0.15 per share | 11/10/2010 | | M | | 1,500,000 | A | \$ 31.175 |
| | | | | | | | 2,749,042 (1) |
| Common Stock, par | 11/10/2010 | | M | | 150,000 | A | \$ 25.48 |
| | | | | | | | 2,899,042 (1) |

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value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

11/10/2010

M

75,000

A

\$ 23.4

2,974,042
(1)

D

Common
Stock, par
value
\$0.15 per
share

11/10/2010

F

2,010,632

D

\$ 46.02

963,410 (1)

D

Common
Stock, par
value
\$0.15 per
share

11/10/2010

F

167,046

D

\$ 46.49

796,364 (1)

D

Common
Stock, par
value
\$0.15 per
share

1,727.25

I

By
401(K)
Plan

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.

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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) | Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Securities (Instr. 3 and 4) |
| Employee Stock Option (right to buy) | \$ 43.58 | 11/10/2010 | | M | 800,000 | <u>(2)</u> | 02/02/2011 | Common Stock | 800,000 |
| | \$ 31.175 | 11/10/2010 | | M | 1,500,000 | <u>(3)</u> | 10/02/2011 | | 1,500,000 |

| | | | | | | | | | |
|--|----------|------------|---|---------|------------|------------|--|-----------------|------|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 25.48 | 11/10/2010 | M | 150,000 | <u>(4)</u> | 12/29/2018 | | Common Stock | 150, |
| Employee Stock Option (right to buy) | \$ 23.4 | 11/10/2010 | M | 75,000 | <u>(5)</u> | 03/31/2019 | | Common Stock | 75, |

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

11/15/2010

**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 includes 7,946 shares acquired under Omnicom's employee stock purchase plan.
- (2) The employee stock options vested 30% on February 2, 2002; 30% on February 2, 2003; and the remaining 40% on February 2, 2004.
- (3) The employee stock options vested 100% on December 2, 2007.

The employee stock options vested 30% on December 29, 2009 and, subject to continued employment through each vest date, 30% of the

- (4) employee stock options are scheduled to vest on December 29, 2010 and the remaining 40% of the employee stock options are scheduled to vest on December 29, 2011.

The employee stock options vested 30% on March 31, 2010 and, subject to continued employment through each vest date, 30% of the

- (5) employee stock options are scheduled to vest on March 31, 2011 and the remaining 40% of the employee stock options are scheduled to vest on March 31, 2012.

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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