

OMNICOM GROUP INC
Form 4
November 05, 2007

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 *
HARRISON THOMAS L

(Last) (First) (Middle)
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)
11/01/2007

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)
Chrmn/CEO Drivers. Agency Serv

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	11/01/2007		M		60,000	A	\$ 21.3438
							239,152 ⁽¹⁾ <u>(2)</u>
Common Stock, par value \$0.15 per share	11/01/2007		S		53,800	D	\$ 50.3
							185,352 ⁽¹⁾ <u>(2)</u>
Common Stock, par value \$0.15 per share	11/01/2007		S		200	D	\$ 50.37
							185,152 ⁽¹⁾ <u>(2)</u>

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value \$0.15 per share								
Common Stock, par value \$0.15 per share	11/01/2007	S	100	D	\$ 50.55	<u>185,052</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	600	D	\$ 50.57	<u>184,452</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	200	D	\$ 50.59	<u>184,252</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	100	D	\$ 50.62	<u>184,152</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	100	D	\$ 50.69	<u>184,052</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	1,000	D	\$ 50.7	<u>183,052</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	500	D	\$ 50.75	<u>182,552</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value \$0.15 per share	11/01/2007	S	2,000	D	\$ 50.78	<u>180,552</u> ⁽¹⁾ ₍₂₎		D
Common Stock, par value	11/01/2007	S	1,400	D	\$ 50.8	<u>179,152</u> ⁽¹⁾ ₍₂₎		D

\$0.15 per share
Common Stock, par value \$0.15 per share

3,810.96 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.

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 21.3438 (3)	11/01/2007		M	60,000 (3)	(4) 03/05/2008	Common Stock 60,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON THOMAS L 437 MADISON AVENUE NEW YORK, NY 10022			Chrmn/CEO Drivers. Agency Serv	

Signatures

/s/ Thomas L. Harrison 11/05/2007

**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) The number of shares reported reflects a two-for-one stock split effected in the form of a 100% stock dividend distributed on June 25, 2007.
 - (2) This includes 5,610 shares acquired under Omnicom's employee stock purchase plan.
 - (3) This option was previously reported as an option covering 30,000 shares at an exercise price of \$42.6875 per share, and has been adjusted as a result of a two-for-one stock split effected in the form of a 100% stock dividend distributed on June 25, 2007.
 - (4) 30% of the shares vested on March 5, 1999; 30% of the shares vested on March 5, 2000; and the remaining 40% of the shares vested on March 5, 2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.