

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.

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
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 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.

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