

OM GROUP INC
Form 4
October 30, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knowles David B

(Last) (First) (Middle)

FLATS EAST BANK
BUILDING,, 950 MAIN AVENUE,
SUITE 1300

(Street)

CLEVELAND, OH 44113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OM GROUP INC [OMG]

3. Date of Earliest Transaction
(Month/Day/Year)

10/28/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	10/28/2015		D		30,700	D	\$ 34 (1)
Common Stock	10/28/2015		D		25,700	D	\$ 34 (1)
Common Stock	10/28/2015		D		14,800	D	\$ 34 (3)
Common Stock	10/28/2015		D		36,400	D	\$ 34 (4)
Common Stock	10/28/2015		D		502	D	\$ 34 (5)
							77,402 (2)
							51,702 (2)
							36,902 (2)
							502 (2)
							0

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Options (right to buy)	\$ 22.47	10/28/2015		D		14,000		<u>(6)</u>	04/08/2023	Common Stock	14,000
Employee Stock Options (right to buy)	\$ 22.47	10/28/2015		D		36,000		<u>(6)</u>	04/08/2023	Common Stock	36,000
Employee Stock Options (right to buy)	\$ 32.24	10/28/2015		D		31,700		<u>(7)</u>	02/11/2024	Common Stock	31,700
Employee Stock Options (right to buy)	\$ 29.04	10/28/2015		D		46,400		<u>(8)</u>	02/10/2025	Common Stock	46,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Knowles David B FLATS EAST BANK BUILDING,	President and COO

950 MAIN AVENUE, SUITE 1300
CLEVELAND, OH 44113

Signatures

/s/ Valerie Gentile Sachs, as
Attorney-In-Fact

10/30/2015

__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).

Half of these performance units were disposed of pursuant to a merger agreement, dated May 31, 2015, by and among Duke Acquisition Holdings, LLC, Duke Acquisition, Inc., MacDermid Americas Acquisitions, Inc., and the Issuer (the "Merger Agreement") in exchange

- (1) for the right to receive \$34.00 in cash per performance unit, representing payout for the applicable performance share award at target performance level, plus any earned cash dividend equivalents, with the remaining performance units forfeited back to the Issuer for no consideration.
 - (2) Includes 502 dividend equivalents acquired on outstanding performance units awards and time-based restricted stock units awards through exempt dividend equivalent features.
 - (3) Performance units disposed of pursuant to the Merger Agreement in exchange for the right to receive \$34.00 in cash per performance unit, representing payout for the applicable performance share award at target performance level.
 - (4) Time-based restricted stock units disposed of pursuant to the Merger Agreement in exchange for the right to receive \$34.00 in cash per unit.
 - (5) Dividend equivalents on outstanding performance units awards and time-based restricted stock units awards disposed of pursuant to the Merger Agreement in exchange for the right to receive \$34.00 in cash per dividend equivalent.
 - (6) These options vested or were to vest in three equal installments on April 8, 2014, 2015 and 2016.
 - (7) These options vested or were to vest in three equal installments on February 11, 2015, 2016, and 2017.
 - (8) These options were to vest in three equal installments on February 10, 2016, 2017 and 2018.
- Disposed of pursuant to the Merger Agreement in exchange for a cash payment approximately equal to the difference (if positive)
- (9) between \$34.00 and the exercise price of the stock option multiplied by the number of outstanding shares (both vested and unvested) subject to the stock option.

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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