

OMNICOM GROUP INC
Form 4
July 30, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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)
07/26/2012

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)

Exec Vice Pres and 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.15 per share	07/26/2012		M		350,000 A \$ 25.48	1,193,593 ⁽¹⁾	D
Common Stock, par value \$0.15 per share	07/26/2012		M		175,000 A \$ 23.4	1,368,593 ⁽¹⁾	D
Common Stock, par	07/26/2012		F		255,565 D \$ 49.68	1,113,028 ⁽¹⁾	D

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value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

07/26/2012

F 123,734 D

\$ 49.67 989,294 ⁽¹⁾ D

Common
Stock, par
value
\$0.15 per
share

07/26/2012

S 141,272 D

\$ 49.6 ⁽²⁾ 848,022 ⁽¹⁾ D

Common
Stock, par
value
\$0.15 per
share

07/27/2012

S 108,728 D

\$ 49.87 ⁽³⁾ 739,294 ⁽¹⁾ D

Common
Stock, par
value
\$0.15 per
share

07/30/2012

S 50,000 D

\$ 50.62 ⁽⁴⁾ 689,294 ⁽¹⁾ D

Common
Stock, par
value
\$0.15 per
share

1,795.49

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

Employee
Stock

Option (right to buy)	\$ 25.48	07/26/2012	M	350,000	<u>(5)</u>	12/29/2018	Common Stock	350,00
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Employee
Stock

Option (right to buy)	\$ 23.4	07/26/2012	M	175,000	<u>(6)</u>	03/31/2019	Common Stock	175,00
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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			Exec Vice Pres and CFO	

Signatures

/s/ Randall J.
Weisenburger

07/30/2012

**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 8,260 shares acquired under Omnicom's employee stock purchase plan.

(2) The reported sale price reflects the weighted average price of multiple transactions on July 26, 2012. The actual sales prices for the transactions ranged from \$49.60 to \$49.63. The reporting person undertakes to provide to Omnicom Group Inc., any security holder of Omnicom Group Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) The reported sale price reflects the weighted average price of multiple transactions on July 27, 2012. The actual sales prices for the transactions ranged from \$49.71 to \$49.96. The reporting person undertakes to provide to Omnicom Group Inc., any security holder of Omnicom Group Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(4) The reported sale price reflects the weighted average price of multiple transactions on July 30, 2012. The actual sales prices for the transactions ranged from \$50.61 to \$50.62. The reporting person undertakes to provide to Omnicom Group Inc., any security holder of Omnicom Group Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(5) The employee stock options vested 30% on December 29, 2009; 30% on December 29, 2010; and the remaining 40% on December 29, 2011.

(6) The employee stock options vested 30% on March 31, 2010; 30% on March 31, 2011; and the remaining 40% 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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