

ANGELASTRO PHILIP J
Form 4
July 28, 2011

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 *
ANGELASTRO PHILIP J

(Last) (First) (Middle)

C/O OMNICOM GROUP INC, 437
MADISON AVE. 10TH FL

(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)
07/26/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Sr. VP Finance/Controller

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 | 07/26/2011 | | M | | 200,000 | A | \$ 31.175 |
| | | | | | 315,946 | | |
| Common Stock, par value \$0.15 per share | 07/26/2011 | | F | | 162,561 | D | \$ 47.82 |
| | | | | | 153,385 | | |
| Common Stock, par | 07/26/2011 | | M | | 150,000 | A | \$ 23.4 |
| | | | | | 303,385 | | |

value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

07/26/2011 F 108,797 D \$ 47.83 194,588 D

Common
Stock, par
value
\$0.15 per
share

07/27/2011 S 78,642 D \$
47.0208 115,946 D
(1)

Common
Stock, par
value
\$0.15 per
share

1,122.14 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) | \$ 31.175 | 07/26/2011 | | M | 200,000 | <u>(2)</u> 10/02/2011 | Common Stock 200,000 |
| Employee Stock Option (right to buy) | \$ 23.4 | 07/26/2011 | | M | 150,000 | <u>(3)</u> 03/31/2019 | Common Stock 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ANGELASTRO PHILIP J C/O OMNICOM GROUP INC 437 MADISON AVE. 10TH FL NEW YORK, NY 10022 | | | Sr. VP Finance/Controller | |

Signatures

| | |
|--|------------|
| /s/ Michael J. O'Brien, Attorney in fact for Philip Angelastro | 07/28/2011 |
| **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 reported sale price reflects the weighted average price of multiple transactions on July 27, 2011. The actual sales prices ranged from \$47.00 to \$47.12.
- (2) 100% of the shares vested on October 2, 2007.
- (3) 30% of the shares vested on March 31, 2010, 30% of the shares vested on March 31, 2011 and, subject to continued employment through the vest date, the remaining 40% of the shares 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. 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.