

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  
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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 Ownership (Instr. 4)
Common Stock, par value \$0.15 per share	07/26/2012		M	350,000 A	\$ 25.48 1,193,593 <sup>(1)</sup>	D	
Common Stock, par value \$0.15 per share	07/26/2012		M	175,000 A	\$ 23.4 1,368,593 <sup>(1)</sup>	D	
Common Stock, par	07/26/2012		F	255,565 D	\$ 49.68 1,113,028 <sup>(1)</sup>	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 <sup>(1)</sup> D

Common  
Stock, par  
value  
\$0.15 per  
share

07/26/2012

S 141,272 D

\$ 49.6 <sup>(2)</sup> 848,022 <sup>(1)</sup> D

Common  
Stock, par  
value  
\$0.15 per  
share

07/27/2012

S 108,728 D

\$ 49.87 <sup>(3)</sup> 739,294 <sup>(1)</sup> D

Common  
Stock, par  
value  
\$0.15 per  
share

07/30/2012

S 50,000 D

\$ 50.62 <sup>(4)</sup> 689,294 <sup>(1)</sup> 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

(5)

12/29/2018

Common  
Stock

350,000

Employee  
Stock  
Option  
(right to  
buy)

\$ 23.4

07/26/2012

M

175,000

(6)

03/31/2019

Common  
Stock

175,000

## 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.  
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.
- (2) 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.
- (3) 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.
- (4) The employee stock options vested 30% on December 29, 2009; 30% on December 29, 2010; and the remaining 40% on December 29, 2011.
- (5) 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. 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.