

OMNICOM GROUP INC  
Form 4  
May 15, 2008

**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 \*  
Birkin Michael

(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)

05/13/2008

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)  
Vice Chairman

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	05/13/2008 <sup>(1)</sup>		S		160 D \$ 48.85	74,262 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008		S		100 D \$ 48.86	74,162 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008		S		1,100 D \$ 48.87	73,062 <sup>(2)</sup>	D

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Common Stock, par value \$0.15 per share	05/13/2008	S	400	D	\$ 48.88	72,662 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	200	D	\$ 48.89	72,462 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	4,500	D	\$ 48.92	67,962 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	M	50,000	A	\$ 32.75	117,962 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	8,917	D	\$ 48.8	109,045 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	900	D	\$ 48.81	108,145 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	8,300	D	\$ 48.82	99,845 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	1,600	D	\$ 48.83	98,245 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	2,800	D	\$ 48.84	95,445 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	1,300	D	\$ 48.85	94,145 <sup>(2)</sup>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	2,600	D	\$ 48.86	91,545 <sup>(2)</sup>	D
	05/13/2008	S	7,976	D		83,569 <sup>(2)</sup>	D

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Common Stock, par value \$0.15 per share					\$ 48.87		
Common Stock, par value \$0.15 per share	05/13/2008	S	1,900	D	\$ 48.88	81,669 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	1,158	D	\$ 48.89	80,511 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	300	D	\$ 48.9	80,211 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	449	D	\$ 48.91	79,762 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	100	D	\$ 48.92	79,662 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	3,000	D	\$ 49	76,662 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	300	D	\$ 49.02	76,362 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	300	D	\$ 49.03	76,062 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	600	D	\$ 49.07	75,462 <u>(2)</u>	D
Common Stock, par value \$0.15 per share	05/13/2008	S	200	D	\$ 49.1	75,262 <u>(2)</u>	D
	05/13/2008	S	1,000	D		74,262 <u>(2)</u>	D

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Common Stock, par value \$0.15 per share					\$			
					49.12			
Common Stock, par value \$0.15 per share	05/13/2008		S	200	D	\$	74,062 <sup>(2)</sup>	D
						49.13		
Common Stock, par value \$0.15 per share	05/13/2008		S	1,000	D	\$	73,062 <sup>(2)</sup>	D
						49.17		
Common Stock, par value \$0.15 per share	05/13/2008		S	200	D	\$	72,862 <sup>(2)</sup>	D
						49.18		
Common Stock, par value \$0.15 per share	05/13/2008		S	2,700	D	\$	70,162 <sup>(2)</sup>	D
						49.19		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 32.75	05/13/2008		M	50,000	<sup>(3)</sup>	02/25/2009	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Birkin Michael C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			Vice Chairman	

## Signatures

/s/ Michael J. O'Brien, Attorney in Fact for Michael Birkin	05/15/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 is the first of two Forms 4 filed on May 15, 2008, to report six sales and an option exercise and associated sales because all sales will not fit on one Form 4.
  - (2) This includes 5,458 shares acquired under Omnicom's employee stock purchase plan.
  - (3) 30% of the shares vested on February 25, 2000; 30% of the shares vested on February 25, 2001; and the remaining 40% of the shares vested on February 25, 2002.

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.