

SCAMINACE JOSEPH
Form 4
February 10, 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 *
SCAMINACE JOSEPH

(Last) (First) (Middle)

1500 KEY TOWER, 127 PUBLIC SQUARE

(Street)

CLEVELAND, OH 44114-1221

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OM GROUP INC [OMG]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2010

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)
Chairman and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/14/2010 | (1) | G | V 260 D \$ 0 | 164,212 (2) | D | |
| Common Stock | 02/08/2011 | (1) | A | 16,100 (3) A (1) | 180,312 | D | |
| Common Stock | 02/08/2011 | (1) | A | 31,600 (4) A (1) | 211,912 | D | |
| Common Stock | 02/08/2011 | (1) | A | 2,767 (5) A (1) | 214,679 | D | |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 36.51 | 02/08/2011 | <u>(1)</u> | A | 50,000 | 02/08/2012 ⁽⁶⁾ 02/08/2021 | Common Stock | 50,000 |
| Stock Option | \$ 36.51 | 02/08/2011 | | A | 5,289 ⁽⁵⁾ | 02/08/2012 02/08/2021 | Common Stock | 5,289 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCAMINACE JOSEPH 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114-1221 | X | | Chairman and CEO | |

Signatures

Joseph M. Scaminace, by Cipriano S. Beredo, as attorney-in-fact 02/10/2011

**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) This field is not applicable.
- (2) Includes the reduction of 59,073 shares in a transaction not subject to Section 16 of the Securities Exchange Act of 1934.
- (3) Subject to vesting on February 8, 2014.
- (4) Subject to vesting based upon the satisfaction of performance criteria of OM Group, Inc. for the three-year period ending December 31, 2013.
- (5)

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Represents a payment earned based upon the achievement of corporate performance objectives related to a 2010 bonus. Subject to vesting on February 8, 2012.

(6) These options vest in three equal installments on February 8, 2012, 2013, and 2014.

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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