

DRU JEAN MARIE
Form 4
December 13, 2007

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 *
DRU JEAN MARIE

(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)

12/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

CEO TBWA Worldwide

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 or Price | | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | | M | | 44,400 A \$ 31.175 | 69,484 ⁽¹⁾ | D |
| Common Stock, par value \$0.15 per share | 12/11/2007 | | S | | 2,700 D \$ 49 | 66,784 ⁽¹⁾ | D |
| Common Stock, par | 12/11/2007 | | S | | 100 D \$ 49.05 | 66,684 ⁽¹⁾ | D |

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| | | | | | | | | |
|--|------------|---|-------|---|----------|-----------------------|---|--|
| value \$0.15 per share | | | | | | | | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 200 | D | \$ 49.09 | 66,484 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 200 | D | \$ 49.13 | 66,284 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 600 | D | \$ 49.14 | 65,684 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 100 | D | \$ 49.18 | 65,584 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 100 | D | \$ 49.2 | 65,484 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 100 | D | \$ 49.21 | 65,384 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 800 | D | \$ 49.22 | 64,584 ⁽¹⁾ | D | |
| Common Stock, par value \$0.15 per share | 12/11/2007 | S | 1,800 | D | \$ 49.23 | 62,784 ⁽¹⁾ | D | |
| Common Stock, par value | 12/11/2007 | S | 1,300 | D | \$ 49.24 | 61,484 ⁽¹⁾ | D | |

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| | | | | | | | | |
|-------------------------|------------|---|-------|---|----------|--------|------------|---|
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 5,900 | D | \$ 49.25 | 55,584 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 3,600 | D | \$ 49.26 | 51,984 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 2,600 | D | \$ 49.27 | 49,384 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 4,500 | D | \$ 49.28 | 44,884 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 2,700 | D | \$ 49.29 | 42,184 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 8,500 | D | \$ 49.3 | 33,684 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 1,100 | D | \$ 49.31 | 32,584 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 700 | D | \$ 49.32 | 31,884 | <u>(1)</u> | D |
| \$0.15 per share | | | | | | | | |
| Common Stock, par value | 12/11/2007 | S | 700 | D | \$ 49.33 | 31,184 | <u>(1)</u> | D |
| \$0.15 per | | | | | | | | |

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share

Common
Stock, par
value 12/11/2007 S 1,500 D \$ 49.34 29,684 ⁽¹⁾ D
\$0.15 per
share

Common
Stock, par
value 12/11/2007 S 4,000 D \$ 49.35 25,684 ⁽¹⁾ D
\$0.15 per
share

Common
Stock, par
value 12/11/2007 S 500 D \$ 49.36 25,184 ⁽¹⁾ D
\$0.15 per
share

Common
Stock, par
value 12/11/2007 S 100 D \$ 49.37 25,084 ⁽¹⁾ D
\$0.15 per
share

Common
Stock, par
value 12/12/2007 M 200 A \$ 31.175 25,284 ⁽¹⁾ D
\$0.15 per
share

Common
Stock, par
value 12/12/2007 S 200 D \$ 49 25,084 ⁽¹⁾ D
\$0.15 per
share

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | | | | | | | | |
| \$ 31.175 <u>(2)</u> | | | | | | | | |
| 12/11/2007 | | | | | | | | |
| | M | | | | | | Common Stock | 44,400 |
| | | | | | <u>(3)</u> | 10/02/2011 | | |
| Employee Stock Option (right to buy) | | | | | | | | |
| \$ 31.175 <u>(2)</u> | | | | | | | | |
| 12/12/2007 | | | | | | | | |
| | M | | | | | | Common Stock | 200 |
| | | | | | <u>(3)</u> | 10/02/2011 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DRU JEAN MARIE C/O OMNICOM GROUP, INC. 437 MADISON AVENUE NEW YORK, NY 10022 | | | CEO TBWA Worldwide | |

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for
Jean-Marie Dru

12/13/2007

**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 number of shares reported reflects a two-for-one stock split effected in the form of a 100% stock dividend distributed on June 25, 2007.
- (2) This option was previously reported as an option covering 166,667 shares at an exercise price of \$62.35 per share, and has been adjusted as a result of a two-for-one stock split effected in the form of a 100% stock dividend distributed on June 25, 2007
- (3) 33.33% of the shares vested on March 4, 2002, and the remaining 66.67% of the shares vested on October 2, 2007.

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.