

WREN JOHN
Form 4
February 20, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WREN JOHN

(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)

02/19/2008

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)

President 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.15 per share	02/19/2008 ⁽¹⁾		S	1,700	D \$ 46.59	1,051,486	D
Common Stock, par value \$0.15 per share	02/19/2008		S	1,700	D \$ 46.6	1,049,786	D
Common Stock, par	02/19/2008		S	2,000	D \$ 46.61	1,047,786	D

value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

2,900

D

\$
46.62

1,044,886

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

2,100

D

\$
46.63

1,042,786

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

8,400

D

\$
46.64

1,034,386

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

2,900

D

\$
46.65

1,031,486

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

2,100

D

\$
46.66

1,029,386

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

900

D

\$
46.67

1,028,486

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

1,500

D

\$
46.68

1,026,986

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

21,100

D

\$
46.69

1,005,886

D

Common
Stock, par
value

02/19/2008

S

6,600

D

\$ 46.7

999,286

D

\$0.15 per share							
Common Stock, par value \$0.15 per share	02/19/2008	S	8,300	D	\$ 46.71	990,986	D
Common Stock, par value \$0.15 per share	02/19/2008	S	5,300	D	\$ 46.72	985,686	D
Common Stock, par value \$0.15 per share	02/19/2008	S	1,900	D	\$ 46.73	983,786	D
Common Stock, par value \$0.15 per share	02/19/2008	S	3,500	D	\$ 46.74	980,286	D
Common Stock, par value \$0.15 per share	02/19/2008	S	1,500	D	\$ 46.75	978,786	D
Common Stock, par value \$0.15 per share	02/19/2008	S	1,800	D	\$ 46.76	976,986	D
Common Stock, par value \$0.15 per share	02/19/2008	S	3,000	D	\$ 46.77	973,986	D
Common Stock, par value \$0.15 per share	02/19/2008	S	1,400	D	\$ 46.78	972,586	D
Common Stock, par value \$0.15 per	02/19/2008	S	20,000	D	\$ 46.79	952,586	D

share

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

300

D

\$ 46.8

952,286

D

Common
Stock, par
value
\$0.15 per
share

02/19/2008

S

500

D

\$
46.81

951,786

D

Common
Stock, par
value
\$0.15 per
share

02/20/2008

M

102,600

A

\$
21.34

1,054,386

D

Common
Stock, par
value
\$0.15 per
share

02/20/2008

S

100,000

D

\$ 46

954,386

D

Common
Stock, par
value
\$0.15 per
share

02/20/2008

S

200

D

\$
46.05

954,186

D

Common
Stock, par
value
\$0.15 per
share

02/20/2008

S

2,400

D

\$
46.06

951,786

D

Common
Stock, par
value
\$0.15 per
share

20,763.69

I

By
401(K)
Plan

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.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WREN JOHN C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022	X		President and CEO	

Signatures

/s/ John D. Wren 02/20/2008

__Signature of Date
Reporting Person

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 third of three Forms 4 filed on February 20, 2008, to report three option exercises and associated sales because all sales will not fit on one Form 4.

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.