

SCAMINACE JOSEPH  
Form 4  
February 10, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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
Common Stock	02/08/2011	(1)	A		16,100 (3)	A	(1) 180,312
Common Stock	02/08/2011	(1)	A		31,600 (4)	A	(1) 211,912
Common Stock	02/08/2011	(1)	A		2,767 (5)	A	(1) 214,679

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 <sup>(6)</sup> 02/08/2021	Common Stock	50,000
Stock Option	\$ 36.51	02/08/2011		A	5,289 <sup>(5)</sup>	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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