

WREN JOHN
Form 4
November 15, 2010

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 *
WREN JOHN

2. Issuer Name and Ticker or Trading Symbol
OMNICOM GROUP INC [OMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OMNICOM GROUP INC., 437
MADISON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/10/2010 | | M | | 2,500,000 | A | \$ 39.75 |
| | | | | | 2,500,000 | I | |
| Common Stock, par value \$0.15 per share | 11/10/2010 | | F | | 2,159,387 | D | \$ 46.02 |
| | | | | | 340,613 | I | |
| Common Stock, par | 11/10/2010 | | M | | 1,500,000 | A | \$ 39.75 |
| | | | | | 2,451,786 | D | |

See footnote. (1)

See footnote. (1)

value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

11/10/2010 M 300,000 A \$ 25.48 2,751,786 D

Common
Stock, par
value
\$0.15 per
share

11/10/2010 M 150,000 A \$ 23.4 2,901,786 D

Common
Stock, par
value
\$0.15 per
share

11/10/2010 F 1,464,234 D \$ 46.02 1,437,552 D

Common
Stock, par
value
\$0.15 per
share

11/10/2010 F 413,235 D \$ 46.49 1,024,317 D

Common
Stock, par
value
\$0.15 per
share

22,205 I By
401(K)
Plan

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| | \$ 39.75 | 11/10/2010 | | M | 2,500,000 | (2) | 04/04/2011 | | 2,500 |

| Employee Stock Option (right to buy) | Exercise Price | Grant Date | Expiration Date | Number of Shares | Underlying Security | Number of Shares |
|--------------------------------------|----------------|------------|-----------------|------------------|---------------------|------------------|
| Employee Stock Option (right to buy) | \$ 39.75 | 11/10/2010 | M | 500,000 | Common Stock | 500,000 |
| Employee Stock Option (right to buy) | \$ 39.75 | 11/10/2010 | M | 1,000,000 | Common Stock | 1,000,000 |
| Employee Stock Option (right to buy) | \$ 25.48 | 11/10/2010 | M | 300,000 | Common Stock | 300,000 |
| Employee Stock Option (right to buy) | \$ 23.4 | 11/10/2010 | M | 150,000 | Common Stock | 150,000 |

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 11/15/2010
 **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) By Grantor Retained Annuity Trust.
- (2) The employee stock options vested 100% on April 4, 2007.
- (3) The employee stock options vested 30% on April 4, 2002; 30% on April 4, 2003; and the remaining 40% on April 4, 2004.

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- The employee stock options vested 30% on December 29, 2009 and, subject to continued employment through each vest date, 30% of the
- (4) employee stock options are scheduled to vest on December 29, 2010 and the remaining 40% of the employee stock options are scheduled to vest on December 29, 2011.

- The employee stock options vested 30% on March 31, 2010 and, subject to continued employment through each vest date, 30% of the
- (5) employee stock options are scheduled to vest on March 31, 2011 and the remaining 40% of the employee stock options are scheduled to vest on March 31, 2012.

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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