

SCAMINACE JOSEPH M  
Form 4/A  
March 04, 2009

**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 M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1500 KEY TOWER, 127 PUBLIC SQUARE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/03/2009

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

CLEVELAND, OH 44114-1221  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/05/2009

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                    | 02/03/2009                           | (1)  | A                              |   | 4,127 (2) (3)   | A  | (1) 199,334 (3) D                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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.           |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| Stock Option                               | \$ 20.12   | 02/03/2009                           | (1)  | A                              | 7,703<br>(2) (4)  | 02/03/2010 02/03/2019                                    | Common Stock  | 7,703<br>(4) |

## Reporting Owners

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

## Signatures

/s/ Joseph M. Scaminace by Cipriano S. Beredo, as attorney-in-fact 03/04/2009

\_\_\_\_\_  
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) Subject to vesting on February 3, 2012.

(3) Reflects a decrease of 519 shares that were inadvertently included due to a mathematical error in this line-item transaction and holding, as reported on February 5, 2009. This decrease is not reflected in the Column 5 of the Form 4 reporting an acquisition of shares on February 17, 2009.

(4) Reflects a decrease of 968 derivative securities and shares that were inadvertently included due to a mathematical error in this line-item transaction and holding, as reported on February 5, 2009.

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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