#### **OMNICOM GROUP INC**

Form 4

September 26, 2008

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

**OMB APPROVAL** 

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if no longer subject to Section 16.

Check this box

Form 4 or Form 5 obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* WEISENBURGER RANDALL J

2. Issuer Name and Ticker or Trading Symbol

OMNICOM GROUP INC [OMC]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President & CFO

Issuer

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/24/2008

Director 10% Owner Other (specify

\_X\_\_ Officer (give title below)

C/O OMNICOM GROUP INC., 437 **MADISON AVENUE** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

	r					Pe	erson			
(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4	d of (D	))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.15 per share	09/24/2008(1)		Code V  M	Amount 105,504	(D)	Price \$ 19.875	(Instr. 3 and 4) 508,308 (2)	D		
Common Stock, par value \$0.15 per share	09/24/2008		S	1,100	D	\$ 38.89	507,208	D		
Common Stock, par	09/24/2008		S	1,500	D	\$ 38.9	505,708	D		

value \$0.15 per share							
Common Stock, par value \$0.15 per share	09/24/2008	S	900	D	\$ 38.91	504,808	D
Common Stock, par value \$0.15 per share	09/24/2008	S	200	D	\$ 38.93	504,608	D
Common Stock, par value \$0.15 per share	09/24/2008	S	300	D	\$ 38.94	504,308	D
Common Stock, par value \$0.15 per share	09/24/2008	S	9,400	D	\$ 38.95	494,908	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,700	D	\$ 38.97	493,208	D
Common Stock, par value \$0.15 per share	09/24/2008	S	8,000	D	\$ 38.98	485,208	D
Common Stock, par value \$0.15 per share	09/24/2008	S	2,500	D	\$ 38.99	482,708	D
Common Stock, par value \$0.15 per share	09/24/2008	S	4,000	D	\$ 39	478,708	D
Common Stock, par value	09/24/2008	S	6,100	D	\$ 39.01	472,608	D

\$0.15 per share						
Common Stock, par value \$0.15 per share	09/24/2008	S	2,400	D	\$ 39.02 470,208	D
Common Stock, par value \$0.15 per share	09/24/2008	S	3,300	D	\$ 39.03 466,908	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,800	D	\$ 39.04 465,108	D
Common Stock, par value \$0.15 per share	09/24/2008	S	3,900	D	\$ 39.06 461,208	D
Common Stock, par value \$0.15 per share	09/24/2008	S	5,000	D	\$ 39.07 456,208	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,200	D	\$ 39.08 455,008	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,500	D	\$ 39.1 453,508	D
Common Stock, par value \$0.15 per share	09/24/2008	S	700	D	\$ 39.14 452,808	D
Common Stock, par value \$0.15 per	09/24/2008	S	1,100	D	\$ 39.15 451,708	D

share						
Common Stock, par value \$0.15 per share	09/24/2008	S	4,600	D	\$ 39.16 447,108	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,600	D	\$ 39.17 445,508	D
Common Stock, par value \$0.15 per share	09/24/2008	S	2,500	D	\$ 39.18 443,008	D
Common Stock, par value \$0.15 per share	09/24/2008	S	2,400	D	\$ 39.19 440,608	D
Common Stock, par value \$0.15 per share	09/24/2008	S	6,400	D	\$ 39.2 434,208	D
Common Stock, par value \$0.15 per share	09/24/2008	S	6,500	D	\$ 39.21 427,708	D
Common Stock, par value \$0.15 per share	09/24/2008	S	2,300	D	\$ 39.22 425,408	D
Common Stock, par value \$0.15 per share	09/24/2008	S	300	D	\$ 39.23 425,108	D
Common Stock, par value \$0.15 per share	09/24/2008	S	100	D	\$ 39.24 425,008	D

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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date curities (Month/Day/Year) equired (A) or sposed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 19.875	09/24/2008		M		105,504	(3)	10/09/2008	Common Stock	105,50
Employee Stock Option (right to buy)	\$ 19.875	09/25/2008		M		44,496	(3)	10/09/2008	Common Stock	44,496

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

WEISENBURGER RANDALL J C/O OMNICOM GROUP INC. **437 MADISON AVENUE** NEW YORK, NY 10022

Executive Vice President & CFO

# **Signatures**

/s/ Randall J. 09/26/2008 Weisenburger

\*\*Signature of Reporting 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).

Reporting Owners 5

- (1) This is the first of two Forms 4 filed on September 26, 2008, to report two option exercises and associated sales because all sales will not fit on one Form.
- (2) This includes 6,204 shares acquired under Omnicom's employee stock purchase plan.
- (3) 30% of the shares vested on October 9, 1999; 30% of the shares vested on October 9, 2000; and the remaining 40% of the shares vested on October 9, 2001.

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.