OMNICOM GROUP INC

Form 4

September 26, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5 response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or

Form 5 obligations may continue. See Instruction

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WEISENBURGER RANDALL J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			OMNICOM GROUP INC [OMC]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O OMNICO	OM GROU	P INC., 437	09/24/2008	_X_ Officer (give title Other (specify		
MADISON AVENUE				below) below)		
				Executive Vice President & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NEW YORK, NY 10022				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	red, Disposed of,	or Beneficial	ly 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. Securit corr Dispos (Instr. 3,	ed of		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	Amount 100	(D)	Price \$ 39.25	(Instr. 3 and 4) 424,908	D	
Common Stock, par value \$0.15 per share	09/24/2008		S	2,900	D	\$ 39.27	422,008	D	
Common Stock, par	09/24/2008		S	200	D	\$ 39.28	421,808	D	

Edgar Filing: OMNICOM GROUP INC - Form 4

value \$0.15 per share						
Common Stock, par value \$0.15 per share	09/24/2008	S	100	D	\$ 39.29 421,708	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,200	D	\$ 39.35 420,508	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,100	D	\$ 39.36 419,408	D
Common Stock, par value \$0.15 per share	09/24/2008	S	4,700	D	\$ 39.37 414,708	D
Common Stock, par value \$0.15 per share	09/24/2008	S	100	D	\$ 39.38 414,608	D
Common Stock, par value \$0.15 per share	09/24/2008	S	1,200	D	\$ 39.42 413,408	D
Common Stock, par value \$0.15 per share	09/24/2008	S	2,600	D	\$ 39.44 410,808	D
Common Stock, par value \$0.15 per share	09/24/2008	S	604	D	\$ 39.52 410,204	D
Common Stock, par value	09/24/2008	S	1,000	D	\$ 39.53 409,204	D

Edgar Filing: OMNICOM GROUP INC - Form 4

\$0.15 per share								
Common Stock, par value \$0.15 per share	09/24/2008	S	4,100	D	\$ 39.55	405,104	D	
Common Stock, par value \$0.15 per share	09/24/2008	S	200	D	\$ 39.58	404,904	D	
Common Stock, par value \$0.15 per share	09/24/2008	S	2,100	D	\$ 39.59	402,804	D	
Common Stock, par value \$0.15 per share	09/25/2008	M	44,496	A	\$ 19.875	447,300	D	
Common Stock, par value \$0.15 per share						1,459	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)

1. Title of Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Title		

Edgar Filing: OMNICOM GROUP INC - Form 4

Date Expiration Exercisable Date

or Number of Shares

Amount

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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).
- (1) This is the second 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 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.

Reporting Owners 4