

Simm Daryl  
Form 4  
April 26, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Simm Daryl

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/22/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chmn/CEO Omnicom Media Group

C/O OMNICOM GROUP INC., 437 MADISON AVENUE

(Street)

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

NEW YORK, NY 10022

(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	(D)	Price
Common Stock, par value \$0.15 per share	04/22/2010		M		225,000	A	\$ 23.4
							257,245
Common Stock, par value \$0.15 per share	04/22/2010		S		225,000	D	\$ 42.207
							(1) 32,245
Common Stock, par value \$0.15 per share	04/22/2010		M		33,334	A	\$ 31.175
							65,579

value  
\$0.15 per  
share

Common  
Stock, par  
value  
\$0.15 per  
share

04/22/2010 S 33,334 D 42.113 32,245 D  
(2)

\$

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 Number Shares
Employee Stock Option (right to buy)	\$ 23.4	04/22/2010		M	225,000	<u>(3)</u> 03/31/2019	Common Stock 225,000
Employee Stock Option (right to buy)	\$ 31.175	04/22/2010		M	33,334	<u>(4)</u> 10/02/2011	Common Stock 33,334

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simm Daryl C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			Chmn/CEO Omnicom Media Group	

## Signatures

/s/ Michael J. O'Brien, Attorney in fact for Daryl  
Simm

04/26/2010

\_\_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) The reported sale price reflects the weighted average price of multiple transactions on April 22, 2010. The actual sales prices ranged from \$42.00 to \$42.665.
- (2) The reported sale price reflects the weighted average price of multiple transactions on April 22, 2010. The actual sales prices ranged from \$42.10 to \$42.152.
- (3) 30% of the shares vested on March 31, 2010 and, subject to continued employment through each vest date, 30% of the shares are scheduled to vest on March 31, 2011 and the remaining 40% of the shares are scheduled to vest on March 31, 2012.
- (4) 100% of the shares vested on October 2, 2007.

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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