

WREN JOHN
Form 4
March 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O OMNICOM GROUP INC., 437
MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	Price	
Common Stock, par value \$0.15 per share	03/08/2012		M		700,000	A \$ 25.48	1,835,241 ⁽¹⁾ D
Common Stock, par value \$0.15 per share	03/08/2012		F		496,817	D \$ 48.89	1,338,424 D
Common Stock, par	03/08/2012		M		150,000	A \$ 23.4	1,488,424 D

value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

03/08/2012

F

102,593 D

\$
48.89

1,385,831

D

Common
Stock, par
value
\$0.15 per
share

03/09/2012

S

258,110 D

\$
48.62
(2)

1,127,721

D

Common
Stock, par
value
\$0.15 per
share

291,077

I

See
footnote
(3)

Common
Stock, par
value
\$0.15 per
share

22,895.948

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 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)	\$ 25.48	03/08/2012		M	700,000	<u>(4)</u> 12/29/2018	Common Stock 700,000

Employee
Stock
Option
(right to
buy)

\$ 23.4

03/08/2012

M

150,000

(5)

03/31/2019

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 03/12/2012

**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) On May 27, 2011, Mr. Wren transferred 49,536 shares from his Grantor Retained Annuity Trust into his individual brokerage account.
The reported sale price reflects the weighted average price of multiple transactions on March 9, 2012. The actual sales prices for the transactions ranged from \$48.50 to \$48.78. The reporting person undertakes to provide to Omnicom Group Inc., any security holder of Omnicom Group Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (2) By Grantor Retained Annuity Trust. On May 27, 2011, Mr. Wren transferred 49,536 shares from his Grantor Retained Annuity Trust into his individual brokerage account.
- (3) The employee stock options associated with this award vested 30% on December 29, 2009; 30% on December 29, 2010 and 40% on December 29, 2011.
- (4) The employee stock options associated with this award vested 30% on March 31, 2010; 30% on March 31, 2011 and, subject to continued employment through the vesting date, the remaining 40% 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. 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.