

OM GROUP INC
Form 4
December 05, 2006

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 *
BAK MARCUS P

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

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

VP and General Manager, Nickel

(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

CLEVELAND, OH 44114

(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	(A) or (D)	Price
Common Stock	12/01/2006	(1)	M		5,000	A	\$ 18.22
Common Stock	12/01/2006	(1)	S		5,000	D	\$ 46.5
Common Stock	12/04/2006	(1)	M		15,000	A	\$ 18.22
Common Stock	12/04/2006	(1)	S		5,000	D	\$ 46.6
Common Stock	12/04/2006	(1)	S		10,000	D	\$ 47

Common Stock	1,670 ⁽²⁾	I	Profit-Sharing Plan
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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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option	\$ 18.22	12/01/2006	<u>(1)</u>	M	5,000	11/03/2003 11/03/2013	Common Stock	5,000	
Stock Option	\$ 18.22	12/04/2006	<u>(1)</u>	M	15,000	11/03/2003 11/03/2013	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAK MARCUS P 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114	VP and General Manager, Nickel

Signatures

/s/ Marcus P. Bak, by Cipriano S. Beredo as attorney-in-fact	12/05/2006
**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)

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Of these shares, 2,100 are subject to vesting on May 1, 2009 and 7,650 are subject to vesting based upon performance criteria of OM Group, Inc. for the three (3) year period ending December 31, 2008.

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.