

OMNICOM GROUP INC
Form 4
December 22, 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 *
WEISENBURGER RANDALL J

(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)

12/20/2006

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)
Executive Vice President & CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock, par value \$0.15 per share | 12/20/2006 | | M | | 110,200 | A \$ 47.74 | 221,031 ⁽¹⁾ D |
| Common Stock, par value \$0.15 per share | 12/20/2006 | | S | | 110,200 | D \$ 104.26 | 110,831 ⁽¹⁾ ₍₂₎ D |
| Common Stock, par | 12/21/2006 | | M | | 189,800 | A \$ 47.74 | 300,631 ⁽¹⁾ D |

value
\$0.15 per
share

Common
Stock, par
value 12/21/2006
\$0.15 per
share

\$
104.26 200,831 ⁽¹⁾ D
(3)

Common
stock, par
value
\$0.15 per
share

570.7 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.

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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) | \$ 47.74 | 12/20/2006 | | M | 110,200 | ⁽⁴⁾ 03/12/2010 | Common stock 110,200 |
| Employee Stock Option (right to buy) | \$ 47.74 | 12/21/2006 | | M | 189,800 | ⁽⁴⁾ 03/12/2010 | Common stock 189,800 |

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.
Weisenburger

12/22/2006

__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 includes 2,531 shares acquired under Omnicom's employee stock purchase plan.
- (2) The reported sale price reflects the weighted average price of multiple transactions on December 20, 2006. The actual sales prices for the transactions ranged from \$104.07 to \$104.95.
- (3) The reported sale price reflects the weighted average price of multiple transactions on December 21, 2006. The actual sales prices for the transactions ranged from \$103.66 to \$104.67.
- (4) 30% of the shares vested on March 12, 2004; 30% of the shares vested on March 12, 2005; and the remaining 40% of the shares vested on March 12, 2006.

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.