

OMNICOM GROUP INC.
Form 4
May 25, 2017

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)
05/24/2017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.15 per share	05/24/2017		A	(A) 96,830 (1)	A \$ 0 498,403 (2)	D	
Common Stock, par value \$0.15 per share	05/24/2017		F	(3) 42,949	D \$ 83.15 455,454	D	
Common Stock, par	01/11/2017		G(4)	V 8,416	D \$ 0 0	I	See fn (5)

value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

516,315 I See fn ⁽⁶⁾

Common
Stock, par
value
\$0.15 per
share

26,497.29 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

05/25/2017

**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 April 8, 2014, the reporting person was granted performance restricted stock units ("PRSUs") which vest based on the company's return on equity as compared to that of an industry peer group. On May 24, 2017, the compensation committee of the board of directors of the company determined that the performance criteria had been met, resulting in the vesting of these shares.

(2) On March 27, 2017, 21,134 shares were transferred from the 2014 Grantor Retained Annuity Trust to the reporting person's individual brokerage account. On April 20, 2017, the reporting person transferred 172,105 shares from his individual brokerage account to each of 2016 Grantor Retained Annuity Trusts #1, #2 and #3.

(3) Represents shares withheld by the company for payment of tax liability incident to the vesting of PRSUs originally granted to the reporting person on April 8, 2014.

(4) On January 11, 2017, the reporting person was automatically replaced as the sole trustee of the 2014 Grantor Retained Annuity Trust and does not have the right to replace the trustee.

(5) By 2014 Grantor Retained Annuity Trust.

(6) 172,105 shares held by each of 2016 Grantor Retained Annuity Trusts #1, #2 and #3.

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.