OMNICOM GROUP INC.

Form 4 October 03, 2014

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * COOK ERROL M

(First) (Last)

(Middle)

C/O OMNICOM GROUP INC., 437 MADISON AVENUE

(Street)

(State)

2. Issuer Name and Ticker or Trading

OMNICOM GROUP INC. [OMC]

Symbol

3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired

(A)

or

(D)

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

NEW YORK, NY 10022

(Month/Day/Year) Execution Date, if any

(Zip)

(Month/Day/Year)

Transaction(A) or Disposed of Code (Instr. 8)

Code V

(D) (Instr. 3, 4 and 5)

Amount

Securities

Beneficially Owned Following Reported Transaction(s)

5. Amount of

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

(Instr. 3 and 4) Price

Common

Stock, par value \$0.15

(City)

10/01/2014 per share

453.82 (1)

\$0 A

32,514.57 (2)

Common

Stock, par value \$0.15 per share

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

1,167

SEC 1474 (9-02)

By IRA (3)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

Indirect (I)

(Instr. 4)

I

(D) or

Other (specify

Estimated average

burden hours per

1

Edgar Filing: OMNICOM GROUP INC. - Form 4

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Secur	ities	(Instr. 5)	Bene
	Derivative			Securities				(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
				of (D)						(Instr	
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Exercisable Date	Expiration	of			
							Date		Number		
					<i>(</i> 1)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

COOK ERROL M C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022

X

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for Errol M. Cook

10/03/2014

**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 reporting person elected to defer receipt of these shares under the terms of the Omnicom Group Inc. 2013 Incentive Award Plan.
- (2) Includes dividends on deferred shares that are reinvested in company stock, credited on July 10, 2014.
- (3) By a custodian of an IRA for benefit of self.

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.

Reporting Owners 2