#### **OM GROUP INC**

Form 4

December 05, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

See Instruction 30(n) of the Investment Company A

1(b).

(Print or Type Responses)

may continue.

1. Name and Addi BAK MARCU	ress of Reporting Pers	2. Issuer Name and Ticker or Tra Symbol OM GROUP INC [OMG]	ding  5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last)	(First) (Midd	3. Date of Earliest Transaction	(- · · · · · · · · · · · · · · · · · · ·
		(Month/Day/Year)	Director 10% Owner
1500 KEY TO	WER, 127 PUBL	C 12/01/2006	X Officer (give title Other (specify below)
SQUARE			VP and General Manager, Nickel
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
		Filed(Month/Day/Year)	Applicable Line)
CLEVELAND	, OH 44114		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	irities Ac	quired, Disposed	l of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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	12/01/2006	<u>(1)</u>	Code V M	Amount 5,000	(D)	Price \$ 18.22	15,827 (2)	D	
Common Stock	12/01/2006	<u>(1)</u>	S	5,000	D	\$ 46.5	10,827 (2)	D	
Common Stock	12/04/2006	<u>(1)</u>	M	15,000	A	\$ 18.22	25,827 (2)	D	
Common Stock	12/04/2006	<u>(1)</u>	S	5,000	D	\$ 46.6	20,827 (2)	D	
Common Stock	12/04/2006	<u>(1)</u>	S	10,000	D	\$ 47	10,827 (2)	D	

Common Stock

 $1,670 \frac{(2)}{}$ 

Profit-Sharing Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 orDerivative 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 or Number of Shares
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)** 

Reporting Owners 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.