WREN JOHN Form 4 April 12, 2011

# FORM 4

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

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per response...

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

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Adwin WREN JOHN	^	ting Person *	2. Issuer Name and Ticker or Trading Symbol OMNICOM GROUP INC [OMC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle) 3. Date of Earliest Transaction		(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
C/O OMNICOM GROUP INC., 437			04/08/2011	_X_ Officer (give title Other (specify below)			
MADISON A	VENUE			President and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
			Filed(Month/Day/Year)	Applicable Line)			
NEW YORK, NY 10022				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne			

(City)	(State) (Z	Zip) Table	I - Non-De	erivative Se	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	ly 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)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Stock, par value \$0.15 per share	04/08/2011		A	61,388 (1)	A	\$0	1,085,705	D	
Common Stock, par value \$0.15 per share							340,613	I	See footnote (2)
Common Stock, par value \$0.15 per share							22,413.403	I	By 401(K) Plan

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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 Exerci	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date				
				Code V	(A) (D)				of Charac		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WREN JOHN						
C/O OMNICOM CDOLID INC						

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

X President and CEO

## **Signatures**

/s/ Michael J. O'Brien, Attorney in Fact for John D.
Wren

04/12/2011

\*\*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).

PRSUs received by the reporting person will depend upon Omnicom's return on equity over the coming three years, as compared to the return on equity of Omnicom's five principal competitors. Between 50% and 100% of the PRSUs would ultimately be received by the reporting person, depending on Omnicom's rank as compared to such competitors. Each PRSU represents the right to receive one share of Omnicom's common stock upon vesting. The PRSUs are eligible to vest in five annual installments beginning on the one-year anniversary of the date of grant, subject to continued employment with Omnicom or its subsidiaries on the applicable date.

These shares were acquired by the reporting person as a grant of performance restricted stock units (PRSUs). The ultimate number of

(2) By Grantor Retained Annuity Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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