#### OMNICOM GROUP INC.

Form 4 April 28, 2015

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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obligations

may continue.

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 See Instruction

1(b).

value \$0.15

per share

(Print or Type Responses)

1. Name and Address of Reporting Person ** WREN JOHN				2. Issuer Name <b>and</b> Ticker or Trading Symbol OMNICOM GROUP INC. [OMC]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
								IC <sub>J</sub>				
	(Last)	(First)	(Middle)		Earliest Tra	ansaction			W D' (	100		
C/O OMNICOM GROUP INC., 437 MADISON AVENUE				(Month/Day/Year) 04/24/2015					X Director 10% Owner X Officer (give title Other (specify below) President and CEO			
(Street)				4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
									Person			
	(City)	(State)	Table I - Non-Derivative Securities Acq				ies Acq	quired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ransaction Date 2A. Deemed 3. 4. Securities Acquired anth/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)		of (D)	Owned Indirect (I) Owners Following (Instr. 4) (Instr. 4)						
					Code V	Amount	(A) or (D)	or (Instr 3 an				
	Common Stock, par value \$0.15 per share	04/24/2015			A	87,070 (1)	A	\$0	909,574 (2) (3)	D		
	Common Stock, par value \$0.15 per share	04/24/2015			F	42,824 ( <u>4)</u>	D	\$ 77.5	866,750	D		
	Common Stock, par value \$0.15	04/10/2014			G <u>(5)</u>	9,052	D	\$ 0	0	I	See footnote (6)	

footnote (6)

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Common Stock, par value \$0.15 per share	50,000 (3)	I	See footnote (7)
Common Stock, par value \$0.15 per share	25,030.468	I	By 401(K) 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 Deriva Securi (Instr.	tive ty 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title Amour Underl Securit (Instr.	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Troporting o made riamo, radiacos	Director	10% Owner	Officer	Other			
WREN JOHN C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022	X		President and CEO				
Ciamatuwaa							

## **Signatures**

/s/ John D. Wren	04/28/2015		
**Signature of Reporting Person	Date		

Reporting Owners 2

## **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).
- On April 4, 2012, the reporting person was granted performance restricted stock units ("PRSUs") which vest based on the company's (1) return on equity as compared to that of an industry peer group. On April 24, 2015, 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 January 7, 2014, 20,542 shares were transferred from the 2011 Grantor Retained Annuity Trust to the reporting person's individual brokerage account.
- (3) On October 17, 2014, the reporting person transferred 50,000 shares from his individual brokerage account to his 2014 Grantor Retained Annuity Trust.
- (4) 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, 2011 and April 4, 2012.
- (5) On April 10, 2014, the reporting person appointed a third party as the sole trustee of the 2011 Grantor Retained Annuity Trust and relinquished the right to replace the trustee.
- (6) By 2011 Grantor Retained Annuity Trust.
- (7) By 2014 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. 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.