ANGELASTRO PHILIP J

Form 4 July 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

5. Relationship of Reporting Person(s) to

Issuer

Persons who respond to the collection of

information contained in this form are not

3235-0287

January 31, Expires: 2005

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OMB APPROVAL

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

Symbol

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

See Instruction 1(b).

(Print or Type Responses)

ANGELASTRO PHILIP J

1. Name and Address of Reporting Person *

			OMNICOM GROUP INC [OMC]				MC]	(Check all applicable)			
(Last) (First) (Middle) C/O OMNICOM GROUP INC, 437 MADISON AVE.			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2009					Director 10% Owner Officer (give title Other (specify below) Sr. VP Finance/Controller			
NEW VOD	(Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)				1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW YOR						Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Yo	ear) Execution	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.15 per share	06/30/2009			F	800 (1)	D	\$ 31.58	121,623	D		
Common Stock, par value \$0.15 per share								1,074.76	I	By 401(K) Plan	

SEC 1474

(9-02)

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

1. Title o	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable Dat	Date	Title			
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ANGELASTRO PHILIP J C/O OMNICOM GROUP INC 437 MADISON AVE. NEW YORK, NY 10022

Sr. VP Finance/Controller

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for Philip Angelastro

07/02/2009

**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) Represents shares withheld to satisfy tax withholding obligations in connection with the vesting of 2,000 restricted stock units (payable solely in common stock).

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