OMNICOM GROUP INC

Form 4 April 05, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Check this box

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

1(b).

(Last)

Common

Stock, Par

Common

Stock, Par

Value \$0.15

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * **DENISON SUSAN S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

OMNICOM GROUP INC [OMC]

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(First)

(Month/Day/Year) _X__ Director 10% Owner _Other (specify Officer (give title 01/01/2005

C/O OMNICOM GROUP INC., 437 MADISON AVENUE

(Street)

04/01/2005

04/01/2005

4. If Amendment, Date Original

3. Date of Earliest Transaction

below) 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

NEW YORK, NY 10022

(City)	(State)	Zip) Table	I - Non-Do	erivative S	ecurit	ies Acq	quired, Disposed o	of, 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. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, Par Value \$0.15	01/01/2005		A	206.82 (1)	A	\$0	6,719.49	D	
Common Stock, Par Value \$0.15	01/01/2005		A	177.27 (2)	A	\$0	6,896.76	D	

198.42

(2)

170.08 A

\$0

\$0

7.095.18

7,268.79 (3)

D

D

A

Α

Value \$0.15

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

Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr.	8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DENISON SUSAN S							
C/O OMNICOM GROUP INC.	X						
437 MADISON AVENUE	Λ						
NEW YORK, NY 10022							

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for Reporting 04/05/2005 Person

> **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. Director Equity Plan.

Deletionships

- The reporting person elected to defer receipt of these shares, which represent a quarterly payment of her annual retainer, under the terms of the Omnicom Group Inc. Director Equity Plan.
- (3) Includes dividends on deferred shares that are reinvested in company stock, credited on January 6, 2005.

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

Edgar Filing: OMNICOM GROUP INC - Form 4

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.