

WREN JOHN
Form 4
January 05, 2006

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WREN JOHN

(Last) (First) (Middle)

**C/O OMNICOM GROUP INC., 437
MADISON AVENUE**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OMNICOM GROUP INC [OMC]

3. Date of Earliest Transaction
(Month/Day/Year)

01/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)
			Code	V	Amount	(A) or (D) Price		
Common Stock, par value \$0.15 per share	01/03/2006		M		200,000	A \$ 19.72	566,690 ⁽¹⁾	D
Common Stock, par value \$0.15 per share	01/03/2006		S		176,500	D \$ 86.25	390,190 ⁽¹⁾	D
Common Stock, par	01/03/2006		S		13,300	D \$ 86.26	376,890 ⁽¹⁾	D

value
\$0.15 per
share

Common
Stock, par
value
\$0.15 per
share

01/03/2006

S

7,200

D

\$
86.27369,690 ⁽¹⁾

D

Common
Stock, par
value
\$0.15 per
share

01/03/2006

S

1,900

D

\$
86.28367,790 ⁽¹⁾

D

Common
Stock, par
value
\$0.15 per
share

01/03/2006

S

1,100

D

\$
86.29366,690 ⁽¹⁾

D

Common
Stock, par
value
\$0.15 per
share

9,984.31

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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information contained in this form are not
required to respond unless the form
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(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 Derivative 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 Number Shares
Employee Stock Option (right to buy)	\$ 19.72	01/03/2006		M		200,000		<u>(2)</u>	02/27/2006	Common Stock	200,000

Reporting Owners

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

Signatures

/s/ John Wren 01/05/2006

Signature of Date
Reporting Person

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) Includes 92,996 shares the payout of which has been deferred at the election of the holder.
- (2) 30% of the shares vested on February 27, 1997; 30% of the shares vested on February 27, 1998; and the remaining 40% of the shares vested on February 27, 1999.

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