

OM GROUP INC  
Form 4  
October 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Knowles David B

(Last) (First) (Middle)

FLATS EAST BANK  
BUILDING,, 950 MAIN AVENUE,  
SUITE 1300

(Street)

CLEVELAND, OH 44113

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OM GROUP INC [OMG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/28/2015

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 COO

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 Ownership (Instr. 4)
Common Stock	10/28/2015		D	30,700	\$ 34 (1) 77,402 (2)	D	
Common Stock	10/28/2015		D	25,700	\$ 34 (1) 51,702 (2)	D	
Common Stock	10/28/2015		D	14,800	\$ 34 (3) 36,902 (2)	D	
Common Stock	10/28/2015		D	36,400	\$ 34 (4) 502 (2)	D	
Common Stock	10/28/2015		D	502	\$ 34 (5) 0	D	

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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 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 or Number of Shares
Employee Stock Options (right to buy)	\$ 22.47	10/28/2015		D	14,000	<u>(6)</u> 04/08/2023	Common Stock 14,000
Employee Stock Options (right to buy)	\$ 22.47	10/28/2015		D	36,000	<u>(6)</u> 04/08/2023	Common Stock 36,000
Employee Stock Options (right to buy)	\$ 32.24	10/28/2015		D	31,700	<u>(7)</u> 02/11/2024	Common Stock 31,700
Employee Stock Options (right to buy)	\$ 29.04	10/28/2015		D	46,400	<u>(8)</u> 02/10/2025	Common Stock 46,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knowles David B FLATS EAST BANK BUILDING,			President and COO	

950 MAIN AVENUE, SUITE 1300  
CLEVELAND, OH 44113

## Signatures

/s/ Valerie Gentile Sachs, as  
Attorney-In-Fact

10/30/2015

\_\_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).  
Half of these performance units were disposed of pursuant to a merger agreement, dated May 31, 2015, by and among Duke Acquisition Holdings, LLC, Duke Acquisition, Inc., MacDermid Americas Acquisitions, Inc., and the Issuer (the "Merger Agreement") in exchange
  - (1) for the right to receive \$34.00 in cash per performance unit, representing payout for the applicable performance share award at target performance level, plus any earned cash dividend equivalents, with the remaining performance units forfeited back to the Issuer for no consideration.
  - (2) Includes 502 dividend equivalents acquired on outstanding performance units awards and time-based restricted stock units awards through exempt dividend equivalent features.
  - (3) Performance units disposed of pursuant to the Merger Agreement in exchange for the right to receive \$34.00 in cash per performance unit, representing payout for the applicable performance share award at target performance level.
  - (4) Time-based restricted stock units disposed of pursuant to the Merger Agreement in exchange for the right to receive \$34.00 in cash per unit.
  - (5) Dividend equivalents on outstanding performance units awards and time-based restricted stock units awards disposed of pursuant to the Merger Agreement in exchange for the right to receive \$34.00 in cash per dividend equivalent.
  - (6) These options vested or were to vest in three equal installments on April 8, 2014, 2015 and 2016.
  - (7) These options vested or were to vest in three equal installments on February 11, 2015, 2016, and 2017.
  - (8) These options were to vest in three equal installments on February 10, 2016, 2017 and 2018.  
Disposed of pursuant to the Merger Agreement in exchange for a cash payment approximately equal to the difference (if positive)
  - (9) between \$34.00 and the exercise price of the stock option multiplied by the number of outstanding shares (both vested and unvested) subject to the stock option.

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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