

DRU JEAN MARIE
Form 4
May 01, 2006

FORM 4

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

OMB APPROVAL

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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 *
DRU JEAN MARIE

2. Issuer Name and Ticker or Trading Symbol
OMNICOM GROUP INC [OMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O OMNICOM GROUP INC., 437
MADISON AVENUE

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

04/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

President/CEO TBWA Worldwide

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 or Price | | |
| Common Stock, par value \$0.15 per share | 04/27/2006 ⁽¹⁾ | | M | | 60,000 A \$ 65.5 | 83,403 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | | M | | 83,333 A \$ 62.35 | 166,736 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | | S | | 300 D \$ 90.33 | 166,436 | D |

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| | | | | | | | |
|---|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 400 | D | \$ 90.34 | 166,036 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 600 | D | \$ 90.35 | 165,436 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 600 | D | \$ 90.36 | 164,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,100 | D | \$ 90.37 | 163,736 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 900 | D | \$ 90.38 | 162,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,000 | D | \$ 90.39 | 161,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,000 | D | \$ 90.4 | 160,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,000 | D | \$ 90.41 | 159,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 35,000 | D | \$ 90.42 | 124,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 3,800 | D | \$ 90.43 | 121,036 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 2,300 | D | \$ 90.44 | 118,736 | D |
| | 04/27/2006 | S | 9,000 | D | | 109,736 | D |

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| | | | | | | | |
|---|------------|---|--------|---|-------------|---------|---|
| Common Stock, par value \$0.15 per share | | | | | \$ 90.45 | | |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,800 | D | \$ 90.46 | 107,936 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,100 | D | \$ 90.47 | 106,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 900 | D | \$ 90.48 | 105,936 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 300 | D | \$ 90.49 | 105,636 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,100 | D | \$ 90.5 | 104,536 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 11,600 | D | \$ 90.51 | 92,936 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 1,100 | D | \$ 90.52 | 91,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 300 | D | \$ 90.53 | 91,536 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 700 | D | \$ 90.54 | 90,836 | D |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 300 | D | \$ 90.56 | 90,536 | D |
| | 04/27/2006 | S | 2,800 | D | | 87,736 | D |

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| | | | | | | | | |
|---|------------|---|--------|---|-------|--------|---|--|
| Common Stock, par value \$0.15 per share | | | | | \$ | | | |
| | | | | | 90.57 | | | |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 900 | D | \$ | 86,836 | D | |
| | | | | | 90.58 | | | |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 800 | D | \$ | 86,036 | D | |
| | | | | | 90.59 | | | |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 21,300 | D | \$ | 64,736 | D | |
| | | | | | 90.6 | | | |
| Common Stock, par value \$0.15 per share | 04/27/2006 | S | 400 | D | \$ | 64,336 | D | |
| | | | | | 90.61 | | | |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 65.5 | 04/27/2006 | | M | 60,000 | <u>(2)</u> | 02/25/2009 | Common Stock | 60,000 |
| Employee Stock | \$ 62.35 | 04/27/2006 | | M | 83,333 | <u>(3)</u> | 10/02/2001 | Common Stock | 83,333 |

Option
(right to
buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DRU JEAN MARIE C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022 | | | President/CEO TBWA Worldwide | |

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for
Jean-Marie Dru

05/01/2006

____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) This is the first of three Forms 4 filed on May 1, 2006, to report two option exercises and associated sales because all sales will not fit on one Form 4.
- (2) 30% of the shares vested on February 25, 2000; 30% of the shares vested on February 25, 2001; and the remaining 40% of the shares vested on February 25, 2002.
- (3) All of the shares vested on March 4, 2002.

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.