

OMNICOM GROUP INC.

Form 4

May 26, 2016

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 *
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)
05/24/2016

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 or Price		
Common Stock, par value \$0.15 per share	05/24/2016		A		90,044 (1)	A	\$ 0 971,798 D
Common Stock, par value \$0.15 per share	05/24/2016		F		39,940 (2)	D	\$ 82.88 931,858 D
Common Stock, par value \$0.15 per share	05/25/2016		S		22,258 (3)	D	\$ 82.48 909,600 D

Common Stock, par value \$0.15 per share	05/26/2016	S	12,846	D	\$ 82.13 <u>(4)</u>	896,754	D	
Common Stock, par value \$0.15 per share						29,550	I	See fn ⁽⁵⁾
Common Stock, par value \$0.15 per share						25,768.612	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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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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
WREN JOHN C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022	X		President and CEO	

Signatures

/s/ John D. Wren

05/26/2016

**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) On March 6, 2013, the reporting person was granted performance restricted stock units ("PRSUs") which vest based on the company's return on equity as compared to that of an industry peer group. On May 24, 2016, the compensation committee of the board of directors of the company determined that the performance criteria had been met, resulting in the vesting of these shares.

(2) Represents shares withheld by the company for payment of tax liability incident to the vesting of PRSUs originally granted to the reporting person on March 6, 2013.

(3) The reported sale price reflects the weighted average price of multiple transactions on May 25, 2016. The actual sales prices for the transactions ranged from \$82.25 to \$82.97. The reporting person undertakes to provide to Omnicom Group Inc., any security holder of Omnicom Group Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(4) The reported sale price reflects the weighted average price of multiple transactions on May 26, 2016. The actual sales prices for the transactions ranged from \$82.00 to \$82.34. The reporting person undertakes to provide to Omnicom Group Inc., any security holder of Omnicom Group Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(5) By 2014 Grantor Retained Annuity Trust.

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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