

DUNMEAD STEPHEN
 Form 3/A
 November 23, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ DUNMEAD STEPHEN
 (Last) (First) (Middle)

1500 KEY TOWER,^ 127
 PUBLIC SQUARE

(Street)

CLEVELAND,^ OH^ 44114

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 11/03/2003

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Vice President Cobalt

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

11/05/2003

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Stock Option ⁽¹⁾	11/05/2000	11/05/2009	Stock Option	1,000	\$ 36.25	D	Â
Stock Option ⁽¹⁾	11/06/2001	11/06/2010	Stock Option	2,000	\$ 46.75	D	Â
Stock Option ⁽¹⁾	11/05/2002	11/05/2011	Stock Option	3,000	\$ 59.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNMEAD STEPHEN 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114	Â	Â	Â Vice President Cobalt	Â

Signatures

Paul D. Schulz,
Attorney-in-Fact

11/23/2004

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Inadvertantly omitted from original Form 3 filing - shares issued before person became an executive officer.

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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