

Simm Daryl  
 Form 4  
 December 21, 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 \*  
 Simm Daryl

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)  
 12/19/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chmn/CEO Omnicom Media Group

(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	(D)	Price
Common Stock, par value \$0.15 per share	12/19/2006		M		8,333	A	\$ 62.35 22,116
Common Stock, par value \$0.15 per share	12/19/2006		M		14,000	A	\$ 65.5 36,116
Common Stock, par	12/19/2006		M		40,000	A	\$ 78.31 76,116

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value  
\$0.15 per  
share

Common  
Stock, par  
value 12/19/2006  
\$0.15 per  
share

M 40,000 A \$ 79.5 116,116 D

Common  
Stock, par  
value 12/19/2006  
\$0.15 per  
share

S 102,333 D \$  
105.17 13,783 D  
(1)

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.**

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 Option (right to buy)	\$ 62.35	12/19/2006		M	8,333	<u>(2)</u> 10/02/2011	Common Stock 8,333
Employee Stock Option (right to buy)	\$ 65.5	12/19/2006		M	14,000	<u>(3)</u> 02/25/2009	Common Stock 14,000
Employee Stock Option (right to buy)	\$ 78.31	12/19/2006		M	40,000	<u>(4)</u> 03/08/2010	Common Stock 40,000

buy)

Employee

Stock

Option	\$ 79.5	12/19/2006	M	40,000	(5)	04/04/2011	Common Stock	40,000
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(right to  
buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simm Daryl C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			Chmn/CEO Omnicom Media Group	

## Signatures

/s/ Daryl Simm 12/21/2006

\*\*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) The reported sale price reflects the weighted average price of multiple transactions on December 19, 2006. The actual sales prices for the transactions ranged from \$105.00 to \$105.62.
- (2) These shares vested on March 4, 2002.
- (3) 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.
- (4) 30% of the shares vested on March 8, 2001; 30% of the shares vested on March 8, 2002; and the remaining 40% of the shares vested on March 8, 2003.
- (5) 30% of the shares vested on April 4, 2002; 30% of the shares vested on April 4, 2003; and the remaining 40% of the shares vested on April 4, 2004.

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.