

MOONEY JAMES P  
 Form 4/A  
 December 09, 2002  
 SEC Form 4

<p align="center"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>		<p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>
<p>1. Name and Address of Reporting Person*  <b>Mooney, James P.</b></p> <hr/> <p>(Last) (First)                  (Middle)</p> <p><b>50 Public Square</b>  <b>3500 Terminal Tower</b></p> <hr/> <p>(Street)  <b>Cleveland, OH 44113</b></p> <hr/> <p>(City) (State)                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>OM Group, Inc.</b>  <b>OMG</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>October 29, 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <p><b>October 31, 2002</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b><u>Chairman, CEO</u></b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

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	A/D	Price			
Common Stock	10/29/02		S*		6,800	D	10.35		I	****See Below
Common Stock	10/29/02		S*		91,250	D	10.05		I	****See Below
Common Stock	10/29/02		S*		65,450	D	10.00		I	****See Below
Common Stock	10/29/02		S*		1,250	D	9.95		I	****See Below
Common Stock	10/29/02		S*		1,250	D	9.90		I	****See Below

Common Stock	10/29/02		S*		39,410	D	9.55		I	****See Below
Common Stock	10/29/02		S*		10,000	D	9.10		I	****See Below
Common Stock	10/29/02		S*		300,197	D	9.00	30,835**	I	****See Below
Common Stock	10/29/02		S*		6,800	D	10.35		D	
Common Stock	10/29/02		S*		91,250	D	10.05		D	
Common Stock	10/29/02		S*		65,450	D	10.00		D	
Common Stock	10/29/02		S*		1,250	D	9.95		D	
Common Stock	10/29/02		S*		1,250	D	9.90		D	
Common Stock	10/29/02		S*		28,590	D	9.55	1,253***	D	

**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 (ED) (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(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares			
	\$											\$		

**Explanation of Responses:**

\*Involuntary Liquidation Pursuant to Margin Call

\*\*Remaining Shares in Profit Sharing Plan (835) and (30,000) Restricted Shares subject to vesting over a 3-year period commencing December 31, 2002.

\*\*\*Remaining Shares in Dividend Reinvestment (391) and IRA (862)

\*\*\*\*Held by Lion Investment Co., a Family Limited Partnership of which Mr. Mooney is a General Partner and his family members are Partners.

**By:**

/s/ Michael J. Scott, Attorney-in-Fact  
12/09/02

\*\* Signature of Reporting Person

Date

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SEC 1474 (9-02)

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

\* 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).

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.