

OM GROUP INC  
Form 4  
February 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Johnson Michael V.

(Last) (First) (Middle)

FLATS EAST BANK  
BUILDING, 950 MAIN AVENUE,  
SUITE 1300

(Street)

CLEVELAND, OH 44113

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2014

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)  
Vice President - HR

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/14/2015                           | (1)  | F                              | 1,202 (2)   | \$ 29.78  | D  |                                   |
| Common Stock                    | 02/14/2015                           | (1)  | X                              | 33  | A (3)   | D  |                                   |

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

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SEC 1474 (9-02)

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**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) |                 |              |                            |      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable                           | Expiration Date | Title        | Amount or Number of Shares |      |
| Dividend Equivalent Rights                 | (4)  | 03/07/2014                           | (1)  | A                              | 7   | (4)  | (4)   | (4)  | (4)             | Common Stock | 7                          | \$ 0 |
| Dividend Equivalent Rights                 | (4)  | 06/06/2014                           | (1)  | A                              | 8   | (4)  | (4)   | (4)  | (4)             | Common Stock | 8                          | \$ 0 |
| Dividend Equivalent Rights                 | (4)  | 09/05/2014                           | (1)  | A                              | 9   | (4)  | (4)   | (4)  | (4)             | Common Stock | 9                          | \$ 0 |
| Dividend Equivalent Rights                 | (4)  | 12/05/2014                           | (1)  | A                              | 9   | (4)  | (4)   | (4)  | (4)             | Common Stock | 9                          | \$ 0 |
| Dividend Equivalent Rights                 | (3)  | 02/14/2015                           | (3)  | X                              | 33  | (1)  | (1)   | (1)  | (1)             | Common Stock | 33                         | (3)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Johnson Michael V.<br>FLATS EAST BANK BUILDING<br>950 MAIN AVENUE, SUITE 1300<br>CLEVELAND, OH 44113 |               |           | Vice President - HR |       |

## Signatures

/s/ Michael V. Johnson, by Cipriano S. Beredo as attorney-in-fact

02/18/2015

\*\*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 field is not applicable.

(2) This reflects the surrender of shares to OM Group, Inc. to pay taxes applicable to the vesting of restricted stock units in accordance with the applicable long-term incentive plan previously approved by the stockholders of OM Group, Inc. and the related agreement previously approved by the Compensation Committee of the Board of Directors of OM Group, Inc.

(3) Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends were paid on OM Group, Inc. Common Stock and vested with the restricted stock units to which they are related. Each dividend equivalent right is the economic equivalent of one share of OM Group Common Stock.

(4) The dividend equivalent rights accrued on restricted stock units and vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of OM Group, Inc. Common Stock.

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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