WREN JOHN Form 4 April 10, 2013

### FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

OMNICOM GROUP INC. [OMC]

3. Date of Earliest Transaction

Form 5 obligations may continue. See Instruction

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

Symbol

1(b).

(Print or Type Responses)

**WREN JOHN** 

(Last)

1. Name and Address of Reporting Person \*

(First)

(Middle)

C/O OMNIO	COM GROUP INC., AVENUE	(Month/D , 437 04/08/20		_X_ Director _X_ Officer (give tit below) Preside	tle 10% Owner below) ent and CEO	
	(Street)		endment, Date Original nth/Day/Year)	Applicable Line)	nt/Group Filing(Check	
NEW YOR	K, NY 10022			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State) (Zip	Tabl	le I - Non-Derivative Securities Acc	uired, Disposed of, o	or Beneficially Owned	
1.Title of Security (Instr. 3)	an	A. Deemed xecution Date, if ny Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price	Securities F Beneficially (I Owned I	6. Ownership 7. Nature of Form: Direct Indirect D) or Beneficial Ownership Instr. 4) (Instr. 4)	
Stock, par value \$0.15 per share	04/08/2013		F 1,857 D \$ 59.46	851,962 <u>(1)</u> I	)	
Common Stock, par value \$0.15 per share				29,594 <u>(1)</u> I	See footnote (2)	
Common Stock, par value \$0.15 per share				23,678.98 I	By 401(K) Plan	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	<ol><li>Date Exerc</li></ol>	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	Expiration	Title N			
						Exercisable	Exercisable Date	of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
WREN JOHN					
C/O OMNICOM CDOLID INC					

C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022

X President and CEO

### **Signatures**

/s/ John D. Wren 04/10/2013

\*\*Signature of 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 August 23, 2012, the reporting person transferred 20,406 shares from his 2011 Grantor Retained Annuity Trust to his individual brokerage account.
- (2) By 2011 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. 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.

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