Edgar Filing: OMNICOM GROUP INC. - Form 4

OMNICOM	GROUP INC.										
Form 4											
March 21, 20	17										
FORM	4									PPROVAL	
	UNITED	STATES		ITIES A hington,			IGE (COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or Form 5	CHANGES IN BENEFICIAL OWNERSHIP C SECURITIES						Expires: January 31 200 Estimated average burden hours per response 0.				
obligation may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 17(a)	a) of the l	Public Ut		ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol OMNICOM GROUP INC. [OMC]					5. Relationship of Reporting Person(s) to Issuer			
<u> </u>							IC]	(Chec	ck all applicable	e)	
(Mont			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 03/17/2017				Director 10% Owner X_ Officer (give title Other (specify below) below) CEO, Omnicom Digital			
(Street) 4. If A			4. If Amer	If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
NEW YORK	K, NY 10022		Filed(Mon	th/Day/Year)				Applicable Line) _X_ Form filed by 0 Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State) ((Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Code	on(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common					mount		Thee				
Stock, par value \$0.15	03/17/2017			А	17,305 (1)	А	\$0	55,320	D		

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

per share

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Nelson Jonathan B. C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			CEO, Omnicom Digital					
Signatures								
/s/ Michael J. O'Brien, Attorney i	n Fact fo	r Jonathan	03/21/2017					

Explanation of Responses:

**Signature of Reporting Person

- * 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) These shares were acquired by the reporting person as a grant of restricted stock units (payable solely in common stock), which will vest 20% each year for the next five years.

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.

Nelson

Date