

ANGELASTRO PHILIP J
Form 4
October 26, 2018

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 *
ANGELASTRO PHILIP J

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2018

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President & CFO

NEW YORK, NY 10022

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.15 per share	10/24/2018		M ⁽¹⁾		350,000	A	\$ 23.4
Common Stock, par value \$0.15 per share	10/24/2018		F ⁽²⁾		226,561	D	\$ 75.76
Common Stock, par					1,361	I	
							By 401(K)

value
\$0.15 per
share

Plan

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

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(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 Number Shares
Employee Stock Option (right to buy)	\$ 23.4	10/24/2018		M	350,000	<u>(3)</u> 03/31/2019	Common Stock	350,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANGELASTRO PHILIP J C/O OMNICOM GROUP INC. 437 MADISON AVENUE NEW YORK, NY 10022			Executive Vice President & CFO	

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for Philip Angelastro

10/26/2018

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2018.

(2)

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The reported transaction represents shares withheld by the company for payment of the exercise price and withholding tax liability incident to the exercise of employee stock options.

- (3) The employee stock options associated with this award vested 30% on March 31, 2010, 30% on March 31, 2011 and 40% on March 31, 2012, and were scheduled to expire on March 31, 2019.

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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