

Carroll Thomas
Form 4
March 26, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carroll Thomas

(Last) (First) (Middle)

C/O OMNICOM GROUP INC., 437
MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OMNICOM GROUP INC [OMC]

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

03/24/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

President & CEO TBWA Worldwide

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.15 per share	03/24/2010		M	25,404	A \$ 31.175 50,495 ⁽¹⁾	D	
Common Stock, par value \$0.15 per share	03/24/2010		S	25,404	D \$ 40.0025 25,091 ⁽¹⁾ ⁽²⁾	D	
Common Stock, par	03/25/2010		M	54,596	A \$ 31.175 79,687 ⁽¹⁾	D	

value
\$0.15 per
share

Common
Stock, par

value 03/25/2010 S 54,596 D \$ 40 25,091 ⁽¹⁾ D
\$0.15 per
share

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 or Number of Shares
Employee Stock Option (right to buy)	\$ 31.175	03/24/2010		M		25,404		10/02/2007	10/02/2011	Common Stock	25,404
Employee Stock Option (right to buy)	\$ 31.175	03/25/2010		M		54,596		10/02/2007	10/02/2011	Common Stock	54,596

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carroll Thomas C/O OMNICOM GROUP INC. 437 MADISON AVENUE	President & CEO TBWA Worldwide

NEW YORK, NY 10022

Signatures

/s/ Michael J. O'Brien, Attorney in Fact for Thomas
Carroll

03/26/2010

__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) Includes 5,420 shares acquired under Omnicom's employee stock purchase plan and 263 shares acquired pursuant to dividend reinvestment program.
- (2) The reported sale price reflects the weighted average price of multiple transactions on March 24, 2010. The actual sales prices for the transactions ranged from \$40.00 to \$40.02.

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.