

OMNICOM GROUP INC
Form 8-K
May 23, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): May 23, 2007

OMNICOM GROUP INC.

(Exact Name of Registrant as Specified in Charter)

New York
**(State or Other Jurisdiction
of Incorporation)**

1-10551
**(Commission
File Number)**

13-1514814
**(IRS Employer
Identification No.)**

437 Madison Avenue, New York, NY
(Address of Principal Executive Offices)

10022
(Zip Code)

Registrants telephone number, including area code: (212) 415-3600

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

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See Item 8.01 Other Events below.

Item 8.01 Other Events.

On May 22, 2007, Omnicom Group Inc. (the *Company*) issued a press release announcing the declaration of a two-for-one stock split, to be effected in the form of a 100% stock dividend, authorized by its Board of Directors on May 22, 2007 (the *Stock Split*). The Stock Split will entitle all stockholders of record at the close of business on June 6, 2007 (the *Record Date*), to receive one additional share of the Company's common stock, par value \$.15 per share (the *Common Stock*), for each share of Common Stock held on that date. The additional shares of Common Stock will be distributed on June 25, 2007 to stockholders of record on the Record Date. A copy of the press release is attached as Exhibit 99.1.

In connection with the Stock Split, the Company is providing the following financial information in order to highlight the impact of the Stock Split with respect to certain of its historical financial data. The financial information below shows the effect of the Stock Split on the Company's historical basic and diluted earnings per share for the years ended December 31, 2006, 2005 and 2004, each quarter of 2006 and for the first quarter of 2007. The information below has been prepared in accordance with SFAS No. 128, Earnings per Share.

Year Ended December 31,



Three Months Ended

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated May 22, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OMNICOM GROUP INC.

By: /s/ PHILIP J. ANGELASTRO

Name: Philip J. Angelastro
Title: Senior Vice President Finance and Controller

Date: May 23, 2007

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1

Press Release, dated May 22, 2007.