

OM GROUP INC
Form 4
March 12, 2008

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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2005
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCAMINACE JOSEPH M

(Last) (First) (Middle)

1500 KEY TOWER, 127 PUBLIC
SQUARE

(Street)

CLEVELAND, OH 44114-1221

(City) (State) (Zip)

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

OM GROUP INC [OMG]

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

03/10/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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	03/10/2008	(1)	A	(A) or (D) Amount (2) 18,700	A (1) 257,594	D	
Common Stock	03/10/2008	(1)	A	(A) or (D) Amount (3) 5,000	A (1) 262,594	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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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. 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
Stock Option	\$ 58.565	03/10/2008	<u>(1)</u>	A	33,550	03/10/2009 ⁽⁴⁾ 03/10/2018	Common Stock 33,550

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCAMINACE JOSEPH M 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114-1221	X Chief Executive Officer

Signatures

/s/ Joseph M. Scaminace by Cipriano S. Beredo, as attorney-in-fact

03/12/2008

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) This field is not applicable.

(2) Subject to vesting based upon performance criteria of OM Group, Inc. for the three-year period ending on December 31, 2010.

(3) Subject to vesting on March 10, 2011.

(4) These options vest in three equal installments on March 10, 2009, 2010 and 2011.

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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