

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
SACHS VALERIE GENTILE

(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)

VP, Gen. Counsel & Secretary

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	<u>(1)</u>	A	(A) or (D) Amount (2) 4,600	A <u>(1)</u> 24,333	D	
Common Stock	03/10/2008	<u>(1)</u>	A	(A) or (D) Amount (3) 1,200	A <u>(1)</u> 25,533	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
required to respond unless the form
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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		8,200		03/10/2009 ⁽⁴⁾	03/10/2018	Common Stock	8,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SACHS VALERIE GENTILE 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114-1221	VP, Gen. Counsel & Secretary

Signatures

/s/ Valerie Gentile Sachs, 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 the satisfaction of performance criteria of OM Group, Inc. for the three-year period ending 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. 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.