

OM GROUP INC
Form 4
November 18, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
MOONEY JAMES P

(Last) (First) (Middle)

1500 KEY TOWER, 127 PUBLIC SQUARE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OM GROUP INC [OMG]

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2004

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)
CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/16/2004 | | S ⁽¹⁾ | 2,500 D | \$ 31.5 | 42,265 | D |
| Common Stock | 11/16/2004 | | S ⁽¹⁾ | 100 D | \$ 31.6 | 42,165 | D |
| Common Stock | 11/16/2004 | | S ⁽¹⁾ | 1,000 D | \$ 31.41 | 41,165 | D |
| Common Stock | 11/16/2004 | | S ⁽¹⁾ | 1,300 D | \$ 31.4 | 39,865 | D |
| Common Stock | 11/16/2004 | | S ⁽¹⁾ | 100 D | \$ 31.43 | 39,765 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-----------------------|---|------------|
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 2,300 | D | \$ 31.4 | 37,465 | D | |
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 100 | D | \$ 31.43 | 37,365 | D | |
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 100 | D | \$ 31.42 | 37,265 | D | |
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 500 | D | \$ 31.5 | 36,765 | D | |
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 1,500 | D | \$ 31.52 | 35,265 | D | |
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 200 | D | \$ 31.53 | 35,065 | D | |
| Common Stock | 11/16/2004 | S ⁽¹⁾ | 300 | D | \$ 31.45 | 34,765 ⁽²⁾ | D | |
| Common Stock | | | | | | 835 ⁽³⁾ | I | By Trustee |

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 displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

MOONEY JAMES P
1500 KEY TOWER
127 PUBLIC SQUARE
CLEVELAND, OH 44114

CEO

Signatures

Paul D. Schulz,
Attorney-in-Fact

11/17/2004

__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) Involuntary liquidation pursuant to Margin Call.
 - (2) Comprised of 391 Shares in Dividend Reinvestment Plan; 862 Shares in IRA; 1723 Shares in 401(k); 10,000 Restricted Shares which vest on 12/31/04; and 21,789 Restricted Shares which vest on February 17, 2005.
 - (3) Shares in Profit Sharing Plan.

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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