

OM GROUP INC  
Form 4  
December 05, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
BAK MARCUS P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1500 KEY TOWER, 127 PUBLIC SQUARE

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2006

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

VP and General Manager, Nickel

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CLEVELAND, OH 44114

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/01/2006                           | (1)  | M                              |   | 5,000   | A  | \$ 18.22  |
| Common Stock                    | 12/01/2006                           | (1)  | S                              |   | 5,000   | D  | \$ 46.5   |
| Common Stock                    | 12/04/2006                           | (1)  | M                              |   | 15,000  | A  | \$ 18.22  |
| Common Stock                    | 12/04/2006                           | (1)  | S                              |   | 5,000   | D  | \$ 46.6   |
| Common Stock                    | 12/04/2006                           | (1)  | S                              |   | 10,000  | D  | \$ 47   |

|              |                      |   |                     |
|--------------|----------------------|---|---------------------|
| Common Stock | 1,670 <sup>(2)</sup> | I | Profit-Sharing Plan |
|--------------|----------------------|---|---------------------|

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.**

SEC 1474  
(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) | Amount or Number of Shares |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Stock Option                               | \$ 18.22   | 12/01/2006                           | <u>(1)</u>   | M                              | 5,000   | 11/03/2003   | 11/03/2013  | Common Stock               | 5,000  |
| Stock Option                               | \$ 18.22   | 12/04/2006                           | <u>(1)</u>   | M                              | 15,000  | 11/03/2003   | 11/03/2013  | Common Stock               | 15,000 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BAK MARCUS P<br>1500 KEY TOWER<br>127 PUBLIC SQUARE<br>CLEVELAND, OH 44114 |               |           | VP and General Manager, Nickel |       |

## Signatures

|  |            |
|--|------------|
| /s/ Marcus P. Bak, by Cipriano S. Beredo as attorney-in-fact | 12/05/2006 |
| **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)

## Edgar Filing: OM GROUP INC - Form 4

Of these shares, 2,100 are subject to vesting on May 1, 2009 and 7,650 are subject to vesting based upon performance criteria of OM Group, Inc. for the three (3) year period ending December 31, 2008.

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.