

OM GROUP INC
Form 4
February 18, 2015

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 *
SCAMINACE JOSEPH

(Last) (First) (Middle)

FLATS EAST BANK
BUILDING, 950 MAIN AVENUE,
SUITE 1300

(Street)

CLEVELAND, OH 44113

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2014

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)
Chairman and 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 | 02/14/2015 | (1) | X | 190 A (2) | 317,936 | 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 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)

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| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Dividend Equivalent Rights | (3) | 03/07/2014 | (1) | A | 42 | (3) (3) | Common Stock | 42 |
| Dividend Equivalent Rights | (3) | 06/06/2014 | (1) | A | 45 | (3) (3) | Common Stock | 45 |
| Dividend Equivalent Rights | (3) | 09/05/2014 | (1) | A | 52 | (3) (3) | Common Stock | 52 |
| Dividend Equivalent Rights | (3) | 12/05/2014 | (1) | A | 51 | (3) (3) | Common Stock | 51 |
| Dividend Equivalent Rights | (2) | 02/14/2015 | (1) | X | 190 | (1) (1) | Common Stock | 190 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCAMINACE JOSEPH FLATS EAST BANK BUILDING 950 MAIN AVENUE, SUITE 1300 CLEVELAND, OH 44113 | X | | Chairman and CEO | |

Signatures

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

02/18/2015

__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.

Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrued when and as dividends

(2) were paid on OM Group, Inc. Common Stock and vested with the restricted stock units to which they are related. Each dividend equivalent right is the economic equivalent of one share of OM Group Common Stock.

(3) The dividend equivalent rights accrued on restricted stock units and vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of OM Group, Inc. Common Stock.

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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