

OM GROUP INC
Form 4
March 10, 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 *
Knowles David B

(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)
President and COO

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 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) | Code V Amount (D) Price | | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|-----------------------------------------|----------------------------------------------|----------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|-----------------------------------------|----------------------------------------------|----------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security (Instr. 3) | | | | |
|----------------------------|------------------------------------------|----------------------|-----------------|----------------------------------------------------------------------------|------------------|------------------|---------------------|-----------------|--------------|----------------------------|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Dividend Equivalent Rights | (1) | 03/07/2014 | (2) | A | 81 | | (1) | (1) | Common Stock | 81 | \$ |
| Dividend Equivalent Rights | (1) | 06/06/2014 | (2) | A | 87 | | (1) | (1) | Common Stock | 87 | \$ |
| Dividend Equivalent Rights | (1) | 09/05/2014 | (2) | A | 99 | | (1) | (1) | Common Stock | 99 | \$ |
| Dividend Equivalent Rights | (1) | 12/05/2014 | (2) | A | 97 | | (1) | (1) | Common Stock | 97 | \$ |
| Dividend Equivalent Rights | (1) | 03/06/2015 | (2) | A | 137 | | (1) | (1) | Common Stock | 137 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knowles David B FLATS EAST BANK BUILDING 950 MAIN AVENUE, SUITE 1300 CLEVELAND, OH 44113 | | | President and COO | |

Signatures

/s/ David B. Knowles, by Michele Connell as attorney-in-fact 03/10/2015

**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) The dividend equivalent rights accrued on restricted stock 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.

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(2) This field is not applicable.

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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