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OMNICOM GROUP INC
Form 424B3
August 07, 2002

FILED PURSUANT TO RULE 424(B) (3)
REGISTRATION NO. 333-86194

\$900,000,000

OMNICOM GROUP INC.
Zero Coupon Zero Yield Convertible Notes Due 2032

PROSPECTUS SUPPLEMENT DATED AUGUST 7, 2002
TO PROSPECTUS DATED JUNE 3, 2002

The selling securityholders table on pages 32-33 of the prospectus is hereby further amended to update the information to include the following entities as selling securityholders in the prospectus and to list their total respective amounts of Zero Coupon Zero Yield Convertible Notes due 2032:

NAME -----	AGGREGATE PRINCIPAL AMOUNT OF NOTES AT MATURITY THAT MAY BE SOLD -----	PERCENTAGE OF NOTES OUTSTANDING -----	COMMON STOCK OWNED PRIOR TO CONVERSION -----
ADI Alternative Investment	1,500,000	*	--
Highbridge International LLC	20,000,000	2.2%	--
Peoples Benefit Life Insurance Company - Teamsters	8,000,000	*	--
Retail Clerks Pension Trust	4,000,000	*	--
Salomon Smith Barney Inc. (2)	37,645,000	4.2%	--
St. Albans Partners Ltd.	3,000,000	*	--
Yield Strategies Fund I, L.P.	5,000,000	*	--

(1) Assumes conversion of all the holder's notes at a conversion rate of 9.09 shares of common stock per \$1,000 principal amount at maturity of the notes. However, this conversion rate will be subject to adjustment as described under "Description of the Notes -- Conversion Rights." As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.

(2) This selling securityholder was previously listed as holding \$27,645,000 of the notes. This information supercedes all prior information regarding Salomon Smith Barney Inc.

The preceding table has been prepared based upon information furnished to us by the selling securityholders named in the table. From time to time, additional information concerning ownership of the notes and common stock may be known by certain holders thereof not named in the preceding table, with whom we

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believe we have no affiliation. Information about the selling securityholders may change over time. Any changed information will be set forth in supplements of amendments to this prospectus.