BAK MARCUS P Form 4

November 12, 2004

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * **BAK MARCUS P**

(First)

(Middle)

1500 KEY TOWER, 127 PUBLIC **SQUARE**

(Street)

(State)

(Month/Day/Year)

11/08/2004

4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer Symbol

OM GROUP INC [OMG]

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security

CLEVELAND, OH 44114

(Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

Beneficially Owned Following Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Director

Applicable Line)

below)

5. Amount of

Securities

X_ Officer (give title

(Check all applicable)

Vice President Nickel

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) (Instr. 3 and 4) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amount Date or Number of Shares Stock Stock 11/08/2005(1) 11/08/2014 \$ 31.38 11/08/2004 G 30,000 30,000 Option Option

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAK MARCUS P 1500 KEY TOWER 127 PUBLIC SQUARE CLEVELAND, OH 44114

Vice President Nickel

Signatures

Paul D. Schulz, Attorney-In-Fact

**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 options vest in 3 equal installments of 10000 on November 8 of each of the three years 2005, 2006 and 20076

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.

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