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OM GROUP INC
Form 4
January 24, 2003

FORM 4

OMB APPROVAL

----- Check this box if no longer
subject to Section 16. Form 4
----- or Form 5 obligations may
continue. SEE Instruction 1(b).

OMB Number: 3235-0287
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Ardsley Advisory Partners

(Last) (First) (Middle)

262 Harbor Drive

(Street)

Stamford CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

OM Group, Inc. (OMG)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Day/Year

01/22/03-01/23/03

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. 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)		
				Amount	(A) or (D)	Price
OM Group Inc., Common Stock, \$0.01 par value per share ("Common Stock")	01/22/03		P	50,000	A	\$9.495
Common Stock	01/23/03		P V	26,000	A	\$9.481

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5. Amount of Securities Beneficially Owned following Reported Transactions (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
3,855,200	I (1) (2)	(1) (2)

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

* If the form is filed by more than one reporting person, SEE

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Instruction 4(b)(v).

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)	4. Transaction Code (Instr. 8) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
				(A) (D)

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses

- (1) The shares of Common Stock to which this note relates are held directly by Ardsley Offshore Fund Ltd., a British Virgin Islands corporation ("Ardsley Offshore"), as to 1,175,000 shares; Ardsley Partners Fund II, L.P., a Delaware limited partnership ("Ardsley Fund II"), as to 1,025,000 shares; Ardsley Partners Institutional Fund, L.P., a Delaware

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limited partnership, ("Ardsley Institutional"), as to 535,000 shares; Augusta Partners L.P. a Delaware limited partnership ("Augusta"), as to 515,000 shares; Philip J. Hempleman, the managing partner of Ardsley Advisory Partners and the general partner of Ardsley Partners I as to 376,000 shares; the Carter Hempleman Trust ("Carter Trust"), as to 52,000 shares; the Spencer Hempleman Trust ("Spencer Trust"), as to 52,200 shares; the Hempleman Family Trust ("Family Trust"), as to 75,000 shares; and Marion Lynton ("Lynton") as to 50,000 shares.

(2) Ardsley Advisory Partners serves as investment manager to, and has investment discretion over the securities held by Ardsley Offshore and the Lynton account. Ardsley Advisory Partners also serves as a non-managing member of Augusta Management L.L.C., the investment advisor to Augusta and has investment discretion over the securities held by Augusta. Ardsley Partners I serves as the general partner of, and has investment discretion over the securities held by Ardsley Fund II and Ardsley Institutional. Ardsley Partners I also serves as the general partner of Ardsley Advisory Partners. Philip Hempleman serves as trustee to and has discretion over the securities held by the Carter Trust, the Spencer Trust and the Family Trust. Ardsley Advisory Partners and Ardsley Partners I each disclaim any beneficial ownership of any of the Issuer's securities to which this Form 4 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except as to such securities representing in which each such person may be deemed to have an indirect pecuniary interest pursuant to Rule 16a-1(a)(2).

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* 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).

Note: File three copies of this form, one of which must be manually signed. If space is insufficient, SEE Instruction 6 for procedure.

ARDSLEY ADVISORY PARTNERS

/s/ Philip J. Hempleman 01/23/03

Name: Philip J. Hempleman Date
Title: Managing Partner

Joint Filer Information

Name: Ardsley Partners Fund II, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Ardsley Partners Fund II, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempleman

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Name: Philip J. Hempleman
Title: General Partner

Name: Ardsley Partners Institutional Fund, L.P.
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Ardsley Partners Institutional Fund, L.P.

By: Ardsley Partners I, its general partner
By: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: General Partner

Name: Ardsley Partners I
Address: 262 Harbor Drive, Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Ardsley Partners I

By: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: General Partner

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Name: Philip J. Hempleman
Address: c/o Ardsley Advisory Partners 262 Harbor Drive,
Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: /s/ Philip J. Hempleman

Name: Philip J. Hempleman

Name: Carter Hempleman Trust
Address: c/o Ardsley Advisory Partners 262 Harbor Drive,
Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Carter Hempleman Trust

BY: /s/ Philip J. Hempleman

Name: Philip J. Hempleman

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Title: Trustee

Name: Spencer Hempleman Trust
Address: c/o Ardsley Advisory Partners 262 Harbor Drive,
Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Spencer Hempleman Trust

BY: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: Trustee

Name: Hempleman Family Trust
Address: c/o Ardsley Advisory Partners 262 Harbor Drive,
Stamford, Connecticut 06902
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Hempleman Family Trust

BY: /s/ Philip J. Hempleman

Name: Philip J. Hempleman
Title: Trustee

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Name: Augusta Partners L.P.
Address: 622 Third Avenue, New York, New York 10017
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Augusta Partners L.P.

By: /s/ Howard Singer

Name: Howard Singer
Title: General Partner

Name: Ardsley Offshore Fund Ltd.
Address: Romasaco Place, Wickhams Cay I, Roadtown Tortola,
British Virgin Islands
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: Ardsley Offshore Fund, Ltd.

By: /s/ Neil Glass

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Name: Neil Glass
Title: Vice President and Administrative Manager

Name: Marion Lynton
Address: 961 Senimore Road, Larchmont, NY 10538
Designated Filer: Ardsley Advisory Partners
Issuer & Ticker Symbol: OM Group, Inc.(OMG)
Date of Event Requiring Statement: 01/22/03 and 01/23/03

Signature: /s/ Marion Lynton

Name: Marion Lynton