

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
CARROLL CHRISTOPHER F

2. Issuer Name and Ticker or Trading Symbol
INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O IPG, 1114 AVE OF THE AMERICAS

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Controller & CAO

(Street)
NEW YORK, NY 10036

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/02/2015		M	23,000 ⁽¹⁾	A \$ 4.14	79,285 ⁽²⁾	D
Common Stock	03/02/2015		S	23,000 ⁽¹⁾	D \$ 22.48 ⁽³⁾	56,285 ⁽²⁾	D
Common Stock	03/03/2015		M	52,000 ⁽¹⁾	A \$ 4.14	108,285 ⁽²⁾	D
Common Stock	03/03/2015		S	52,000 ⁽¹⁾	D \$ 22.41 ⁽⁴⁾	56,285 ⁽²⁾	D

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

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(9-02)

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)	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Options	\$ 4.14	03/02/2015		M	23,000	03/31/2013	03/31/2019	Common Stock	23,000
Options	\$ 4.14	03/03/2015		M	52,000	03/31/2013	03/31/2019	Common Stock	52,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL CHRISTOPHER F C/O IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036			SVP, Controller & CAO	

Signatures

/s/Robert Dobson POA for Christopher Carroll 03/04/2015
 **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) Involves the exercise of 75,000 options which were set to expire on March 21, 2019 and subsequent sale of the underlying shares. The options were exercised in 2 increments consisting of 23,000 on 3/2/2015 and 52,000 on 3/3/2015.
- (2) Includes restricted stock that is subject to forfeiture under certain circumstances.
- (3) Reflects average price of multiple sales on March 2, 2015 ranging from \$22.42-\$22.62. Mr. Carroll undertakes to provide upon request by the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- (4) Reflects average price of multiple sales on March 3, 2015 ranging from \$22.22-\$22.48. Mr. Carroll undertakes to provide to the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.