INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4 March 04, 2015

FORM 4

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

Check this box if no longer subject to

subject to Section 16. Form 4 or Form 5

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).

1. Name and Address of Reporting Person ** ROTH MICHAEL ISOR

2. Issuer Name **and** Ticker or Trading Symbol

INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]

3. Date of Earliest Transaction

(Last) (First) (Middle)

THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114

AVENUE OF THE AMERICAS, 19TH FLOOR

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

03/02/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

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burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

NEW YORK, NY 10036

(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. 4. Securities Transaction Disposed of Code (Instr. 3, 4 and (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	03/02/2015		M	43,000 (1)	A	\$ 12.165	1,132,188 (2)	D		
Common Stock	03/02/2015		S	43,000 (1)	D	\$ 22.474 (3)	1,089,188 (2)	D		
Common Stock	03/03/2015		M	7,000 (1)	A	\$ 12.165	1,096,188 (2)	D		
Common	03/03/2015		S	7,000	D	\$	1,089,188 (2)	D		

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Stock $\underbrace{\frac{(1)}{22.407}}_{\frac{(4)}{2}}$ Common Stock S $\underbrace{\frac{94,983}{5}}_{\frac{(5)}{4}}$ D $\underbrace{\frac{22.407}{22.407}}_{\frac{(4)}{994,205}}$ D

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 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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 12.165	03/02/2015		M		43,000	08/04/2009	08/04/2015	Common Stock	43,000
Options	\$ 12.165	03/03/2015		M		7,000	08/04/2009	08/04/2015	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROTH MICHAEL ISOR THE INTERPUBLIC GROUP OF COMPANIES, INC. 1114 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036

Chairman & CEO

Signatures

/s/Robert Dobson POA
Michael Roth
03/04/2015

**Signature of Reporting Person Date

Reporting Owners 2

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 50,000 options that were set to expire on August 4, 2015 and subsequent sale of the underlying shares. The options were exercised in 2 increments consisting of 43,000 on 3/2/2015 and 7,000 on 3/3/2015.
- (2) Includes restricted shares which are subject to forfeiture under certain circumstances.
- (3) Reflects average price of multiple sales on March 2, 2015 ranging from \$22.42-\$22.51. Mr. Roth 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.
 - Reflects average price of multiple sales on March 3, 2015 ranging from \$22.22-\$22.51. Mr. Roth undertakes to provide upon request by
- (4) the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) Open market sale

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.