

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 05, 2015

FORM 4**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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAKOWSKY PHILIPPE

(Last) (First) (Middle)

**C/O IPG, 1114 AVE OF THE
AMERICAS**

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Chief Strat & Talent Ofcr

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2015		M	(A) or (D) Code V Amount Price M 32,935 (1) A \$ 12.145	233,506 (2)	D	
Common Stock	03/02/2015		M	3,065 (3) A \$ 8.655	236,571 (2)	D	
Common Stock	03/02/2015		S	36,000 (1) (3) D \$ 22.474 (4)	200,571 (2)	D	
Common Stock	03/03/2015		M	54,705 (3) A \$ 8.655	255,276 (2)	D	
	03/03/2015		S		200,571 (2)	D	

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Common			54,705		\$ 22.4	
Stock			<u>(3)</u>		<u>(5)</u>	
Common	03/03/2015	S	29,568	D	\$ 22.4	171,003 <u>(2)</u> D
Stock			<u>(6)</u>		<u>(5)</u>	

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 12.145	03/02/2015		M		32,935		08/03/2009	08/03/2015	Common Stock	32,935
Options	\$ 8.655	03/03/2015		M		57,770		06/15/2010	06/15/2016	Common Stock	57,770

Reporting Owners

Reporting Owner Name / Address	Relationships
KRAKOWSKY PHILIPPE C/O IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036	Director 10% Owner Officer Other EVP, Chief Strat & Talent Ofcr

Signatures

/s/Robert Dobson POA for Philippe Krakowsky	03/04/2015
<u>Signature of Reporting Person</u>	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 32,395 options which were set to expire on August 3, 2015 and subsequent sale of the underlying shares.

(2) Includes restricted stock which is subject to forfeiture under certain circumstances.

(3) Involves the exercise of 57,770 options which were set to expire on June 15, 2016 and subsequent sale of underlying shares. The options were exercised in 2 increments consisting of 3,065 on 3/2/2015 and 54,705 on 3/3/2015.

Reflects average price of multiple sales on March 2, 2015 ranging from \$22.42-\$22.56. Mr. Krakowsky 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.

Reflects average price of multiple sales on March 3, 2015 ranging from \$22.22-\$22.51. Mr. Krakowsky 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.

(6) 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.

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