

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 02, 2016

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 *
Mergenthaler Frank

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO

909 THIRD AVE

(Street)

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

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 10022

(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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 02/29/2016 | | A | 28,995 (1) | A \$ 21.555 340,536 (2) | D | |
| Common Stock | 02/29/2016 | | A | 34,794 (3) | A \$ 21.555 375,330 (2) | D | |
| Common Stock | 02/29/2016 | | A | 86,260 (4) | A \$ 21.555 461,590 (2) | D | |
| Common Stock | 02/29/2016 | | A | 38,230 (5) | A \$ 21.56 499,820 (2) | D | |
| Common Stock | 02/29/2016 | | F | 18,356 (6) | D \$ 21.56 481,464 (2) | D | |

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| | | | | | | | |
|--------------|------------|---|----------------|---|--------------------|-------------|---|
| Common Stock | 02/29/2016 | F | 44,728 (6) | D | \$ 21.555 | 436,736 (2) | D |
| Common Stock | 03/01/2016 | M | 115,540 (7) | A | \$ 8.655 | 552,276 (2) | D |
| Common Stock | 03/01/2016 | S | 115,540 (7) | D | \$ 21.5768 (8) | 436,736 (2) | D |
| Common Stock | 03/01/2016 | S | 61,406 (9) | D | \$ 21.5778 (10) | 375,690 (2) | D |

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 of Underlying Securities (Instr. 3 and 4) |
| Stock Options | \$ 8.655 | 03/01/2016 | | M | 115,540 | 06/15/2010 06/15/2016 | Common Stock 115,540 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Mergenthaler Frank 909 THIRD AVE NEW YORK, NY 10022 | EVP & CFO |

Signatures

/s/Robert Dobson POA for Frank Mergenthaler
03/02/2016
**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) Restricted shares that will vest on February 28, 2019.
- (2) Includes restricted shares that are subject to forfeiture under certain circumstances.
- (3) Restricted shares that will vest on February 28, 2018.
- (4) Performance based shares, awarded to Mr. Mergenthaler on February 29, 2016 after achieving specific performance goals and vesting over the 2013-2016 period.
- (5) Performance based cash, paid in shares, awarded to Mr. Mergenthaler on February 29, 2016 after achieving specific performance goals and vesting over the 2013-2016 period.
- (6) This is not an open market sale, rather it represents a surrender of shares to the company to satisfy withholding tax obligations.
- (7) Involves the exercise of 115,540 options which were set to expire on June 15, 2016 and subsequent sale of the underlying shares.
Reflects average price of multiple sales on March 1 2016 ranging from \$21.15-\$21.72. Mr. Mergenthaler 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.
- (8) Open market sale.
Reflects average price of multiple sales on March 1, 2016 ranging from \$21.37-\$21.72. Mr. Mergenthaler 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.
- (9) Open market sale.
Reflects average price of multiple sales on March 1, 2016 ranging from \$21.37-\$21.72. Mr. Mergenthaler 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.
- (10) Open market sale.
Reflects average price of multiple sales on March 1, 2016 ranging from \$21.37-\$21.72. Mr. Mergenthaler 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.

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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