

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ROTH MICHAEL ISOR

(Last) (First) (Middle)

**THE INTERPUBLIC GROUP OF
COMPANIES, INC., 909 THIRD
AVE**

(Street)

NEW YORK, NY 10022

(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)
02/29/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO6. 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)	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	121,781 (1)	A \$ 21.555 615,986 (2)	D	
Common Stock	02/29/2016		A	214,189 (3)	A \$ 21.555 830,175 (2)	D	
Common Stock	02/29/2016		A	63,446 (4)	A \$ 21.56 893,621 (2)	D	
Common Stock	02/29/2016		F	32,720 (5)	D \$ 21.56 860,901 (2)	D	
	02/29/2016		F		D \$ 21.555 750,443 (2)	D	

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Common				110,458			
Stock				<u>(5)</u>			
Common	03/01/2016	S	134,457	\$	21.5773	615,986 ⁽²⁾	D
Stock			<u>(6)</u>	<u>(7)</u>			
Common						500,000 ⁽⁸⁾	I
Stock							TRUST

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROTH MICHAEL ISOR
THE INTERPUBLIC GROUP OF COMPANIES, INC.
909 THIRD AVE
NEW YORK, NY 10022

Chairman and CEO

Signatures

/s/Robert Dobson POA for
Michael Roth

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) Performance based shares, awarded to Mr. Roth on February 29, 2016 after achieving specific performance goals and vesting over the 2013-2016 period.
- (4) Performance based cash, paid in shares, awarded to Mr. Roth on February 29, 2016 after achieving specific performance goals and vesting over the 2013-2016 period.
- (5) This is not an open market sale, rather it represents a surrender of shares to the company to satisfy withholding tax obligations.
- (6) Open market sale.
- (7) Reflects average price of multiple sales on March 1 2016 ranging from \$21.37-21.73. Mr. Roth 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) Shares are held in the Michael I. Roth 2015 GRAT

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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