

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 05, 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 *
KRAKOWSKY PHILIPPE

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

(Street)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/02/2015 | | M | | 32,935 (1) \$ 12.145 | 233,506 (2) | D |
| Common Stock | 03/02/2015 | | M | | 3,065 (3) \$ 8.655 | 236,571 (2) | D |
| Common Stock | 03/02/2015 | | S | | 36,000 (1) (3) \$ 22.474 (4) | 200,571 (2) | D |
| Common Stock | 03/03/2015 | | M | | 54,705 (3) \$ 8.655 | 255,276 (2) | D |
| | 03/03/2015 | | S | | | 200,571 (2) | D |

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| | | | | | | | | |
|--------------|------------|--|---|---------------|---|----------------|-------------|---|
| Common Stock | | | | 54,705 (3) | | \$ 22.4 (5) | | |
| Common Stock | 03/03/2015 | | S | 29,568 (6) | D | \$ 22.4 (5) | 171,003 (2) | 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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| 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 | | |
|---|---------------|-----------|--------------------------------|
| | Director | 10% Owner | Officer |
| KRAKOWSKY PHILIPPE C/O IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036 | | | EVP, Chief Strat & Talent Ofcr |

Signatures

/s/Robert Dobson POA for Philippe Krakowsky
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 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 54705 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.
- (4) 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.
- (5) Open market sale.
- (6)

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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