

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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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 *
ROTH MICHAEL ISOR

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
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

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

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/29/2016 | | A | | 121,781 ⁽¹⁾ \$ 21.555 | A | 615,986 ⁽²⁾ D |
| Common Stock | 02/29/2016 | | A | | 214,189 ⁽³⁾ \$ 21.555 | A | 830,175 ⁽²⁾ D |
| Common Stock | 02/29/2016 | | A | | 63,446 ⁽⁴⁾ \$ 21.56 | A | 893,621 ⁽²⁾ D |
| Common Stock | 02/29/2016 | | F | | 32,720 ⁽⁵⁾ \$ 21.56 | D | 860,901 ⁽²⁾ D |
| | 02/29/2016 | | F | | \$ 21.555 | D | 750,443 ⁽²⁾ D |

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.

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.