

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 04, 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 *
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)
1114 AVENUE OF THE AMERICAS, 19TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

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

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 or Price | | |
| Common Stock | 03/02/2015 | | M | | 91,000 (1) A \$ 12.39 508,453 (2) | D | |
| Common Stock | 03/02/2015 | | S | | 91,000 (1) D 22.475 (3) 417,453 (2) | D | |
| Common Stock | 03/03/2015 | | M | | 110,775 (1) A \$ 12.39 528,228 (2) | D | |
| Common Stock | 03/03/2015 | | S | | 110,775 (1) D 22.407 (4) 417,453 (2) | D | |

| | | | | | | | |
|-----------------|------------|---|-----------------------|---|----------------------------|------------------------|---|
| Common Stock | 03/03/2015 | S | 105,872 <u>(5)</u> | D | \$ 22.407 <u>(4)</u> | 311,581 ⁽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.

SEC 1474
(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 Number of Shares |
| Options | \$ 12.39 | 03/02/2015 | | M | 91,000 | 08/01/2009 08/01/2015 | Common Stock 91,000 |
| Options | \$ 12.39 | 03/02/2015 | | M | 110,775 | 08/01/2009 08/01/2015 | Common Stock 110,775 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Mergenthaler Frank 1114 AVENUE OF THE AMERICAS 19TH FLOOR NEW YORK, NY 10036 | | | EVP & CFO | |

Signatures

| | |
|--|------------|
| /s/Robert Dobson POA for Frank Mergenthaler | 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 201,775 options which were set to expire on August 1, 2015 and subsequent sale of the underlying shares. The options were exercised in 2 increments consisting of 91,000 on 3/2/2015 and 110,775 on 3/3/2015.
- (2) Includes restricted shares which are subject to forfeiture under certain circumstances,

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(3) Reflects average price of multiple sales on March 2, 2015 ranging from \$22.42-\$22.58. 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.

(4) Reflects average price of multiple sales on March 3, 2015 ranging from \$22.22-\$22.48. Mr Mergenthaler undertakes to provide upon request by 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.

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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