

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 04, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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<sup>(5)</sup>      D      22.407<sup>(4)</sup>      311,581 <sup>(2)</sup>      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 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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