

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 *
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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Last) (First) (Middle)
THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR

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

(Street)
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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/02/2015		M		43,000 (1) \$ 12.165	A	1,132,188 (2) D
Common Stock	03/02/2015		S		43,000 (1) \$ 22.474 (3)	D	1,089,188 (2) D
Common Stock	03/03/2015		M		7,000 (1) \$ 12.165	A	1,096,188 (2) D
Common Stock	03/03/2015		S		7,000 \$	D	1,089,188 (2) D

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Stock			(1)		22.407		
					(4)		
Common Stock	03/03/2015		S	94,983	D	22.407	994,205 (2) D
				(5)		(4)	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options	\$ 12.165	03/02/2015		M	43,000	08/04/2009 08/04/2015	Common Stock 43,000
Options	\$ 12.165	03/03/2015		M	7,000	08/04/2009 08/04/2015	Common Stock 7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH MICHAEL ISOR THE INTERPUBLIC GROUP OF COMPANIES, INC. 1114 AVENUE OF THE AMERICAS, 19TH FLOOR NEW YORK, NY 10036			Chairman & CEO	

Signatures

/s/Robert Dobson POA
Michael Roth

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 50,000 options that were set to expire on August 4, 2015 and subsequent sale of the underlying shares. The options were exercised in 2 increments consisting of 43,000 on 3/2/2015 and 7,000 on 3/3/2015.
- (2) Includes restricted shares which are subject to forfeiture under certain circumstances.
- (3) Reflects average price of multiple sales on March 2, 2015 ranging from \$22.42-\$22.51. Mr. Roth undertakes to provide to 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. 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.
- (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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