

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

(Last) (First) (Middle)
C/O IPG, 1114 AVE OF THE AMERICAS
(Street)

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

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 or Price		
Common Stock	03/02/2015		M		32,935 (1) \$ 12.145	D	
Common Stock	03/02/2015		M		3,065 (3) \$ 8.655	D	
Common Stock	03/02/2015		S		36,000 (1) (3) \$ 22.474 (4)	D	
Common Stock	03/03/2015		M		54,705 (3) \$ 8.655	D	
	03/03/2015		S			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.

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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	\$ 12.145	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 Other

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.

(4) 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.

(5) 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.

(6) 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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