INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4 March 04, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARROLL CHRISTOPHER F			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) C/O IPG, 1114 AVE OF THE AMERICAS		` ,	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2015	Director 10% Owner Selfow Officer (give title Other (specify below) SVP, Controller & CAO		
(Street) NEW YORK, NY 10036			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-	Derivative S	Securities A	cquired, Dis	sposed of, or I	Beneficially Owned

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	Beneficially Fo Owned (D Following Ind Reported (In	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2015		Code V	Amount 23,000 (1)	or	Price \$ 4.14	Transaction(s) (Instr. 3 and 4) 79,285 (2)	D	
Common Stock	03/02/2015		S	23,000 (1)	D	\$ 22.48 (3)	56,285 (2)	D	
Common Stock	03/03/2015		M	52,000 (1)	A	\$ 4.14	108,285 (2)	D	
Common Stock	03/03/2015		S	52,000 (1)	D	\$ 22.41 (4)	56,285 <u>(2)</u>	D	

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

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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. Transacti Code (Instr. 8)	5. Number of ciorDerivative 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	\$ 4.14	03/02/2015		M		23,000	03/31/2013	03/31/2019	Common Stock	23,000
Options	\$ 4.14	03/03/2015		M		52,000	03/31/2013	03/31/2019	Common Stock	52,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARROLL CHRISTOPHER F C/O IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036

SVP, Controller & CAO

Signatures

/s/Robert Dobson POA for Christopher Carroll 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 75,000 options which were set to expire on March 21, 2019 and subsequent sale of the underlying shares. The options were exercised in 2 increments consisting of 23,000 on 3/2/2015 and 52,000 on 3/3/2015.
- (2) Includes restricted stock that is subject to forfeiture under certain circumstances.
 - Reflects average price of multiple sales on March 2, 2015 ranging from \$22.42-\$22.62. Mr. Carroll undertakes to provide upon request by
- (3) the Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Reporting Owners 2

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Reflects average price of multiple sales on March 3, 2015 ranging from \$22.22-\$22.48. Mr. Carroll undetakes 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.

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.