

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 04, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CARROLL CHRISTOPHER F**

(Last) (First) (Middle)

**C/O IPG, 1114 AVE OF THE  
AMERICAS**

(Street)

**NEW YORK, NY 10036**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**INTERPUBLIC GROUP OF  
COMPANIES, INC. [IPG]**

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

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP, Controller & CAO**

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 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	(A) or (D)	Price		
Common Stock	03/02/2015		M		23,000 <u>(1)</u>	A	\$ 4.14	79,285 <u>(2)</u>	D
Common Stock	03/02/2015		S		23,000 <u>(1)</u>	D	\$ 22.48 <u>(3)</u>	56,285 <u>(2)</u>	D
Common Stock	03/03/2015		M		52,000 <u>(1)</u>	A	\$ 4.14	108,285 <u>(2)</u>	D
Common Stock	03/03/2015		S		52,000 <u>(1)</u>	D	\$ 22.41 <u>(4)</u>	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. 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	\$ 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.

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

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.