

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)
909 THIRD AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2016

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Chief Strat & Talent Ofcr

NEW YORK, NY 10022

(City) (State) (Zip)

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

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 | 02/29/2016 | | A | | 28,995 (1) A \$ 21.555 199,958 (2) | D | |
| Common Stock | 02/29/2016 | | A | | 34,794 (3) A \$ 21.555 234,752 (2) | D | |
| Common Stock | 02/29/2016 | | A | | 61,825 (4) A \$ 21.555 296,577 (2) | D | |
| Common Stock | 02/29/2016 | | A | | 32,536 (5) A \$ 21.56 329,113 (2) | D | |
| Common Stock | 02/29/2016 | | F | | 15,898 (6) D \$ 21.56 313,215 (2) | D | |

| | | | | | | | |
|--------------|------------|---|---------------|---|----------------------|-------------|---|
| Common Stock | 02/29/2016 | F | 34,511 (6) | D | \$ 21.555 | 278,704 (2) | D |
| Common Stock | 03/01/2016 | M | 51,094 (7) | A | \$ 11.7 | 329,798 (2) | D |
| Common Stock | 03/01/2016 | S | 51,094 (7) | D | \$ 21.5717 (8) | 278,704 (2) | D |
| Common Stock | 03/01/2016 | S | 43,592 (9) | D | \$ 21.5717 (8) | 235,112 (2) | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
| Stock Options | \$ 11.7 | 03/01/2016 | | M | 51,094 | 05/31/2011 | 05/31/2017 | Common Stock | 51,094 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| KRAKOWSKY PHILIPPE 909 THIRD AVE NEW YORK, NY 10022 | EVP, Chief Strat & Talent Ofcr |

Signatures

/s/Robert Dobson POA for Phillippe Krakowsky
 03/02/2016
 **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) Restricted shares that will vest on February 28 2019.
- (2) Includes restricted shares that are subject to forfeiture under certain circumstances.
- (3) Restricted shares that will vest on February 28, 2018.
- (4) Performance based shares, awarded to Mr. Krakowsky on February 29, 2016 after achieving specific performance goals and vesting over the 2013-2016 period.
- (5) Performance based cash, paid in shares, awarded to Mr. Krakowsky on February 29, 2016 after achieving specific performance goals and vesting over the 2013-2016 period.
- (6) This is not an open market sale, rather it represents a surrender of shares to the company to satisfy withholding tax obligations.
- (7) Involves the exercise of 51,094 options which were set to expire on May 31, 2017 and subsequent sale of underlying shares.
Reflects average price of multiple sales on March 1, 2016 ranging from \$21.50-\$21.69. Mr. Krakowsky undertakes to provide upon
- (8) 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.
- (9) 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.

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.