INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4 March 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

INTERPUBLIC GROUP OF

COMPANIES, INC. [IPG]

3. Date of Earliest Transaction

(Month/Day/Year)

02/27/2015

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Mergenthaler Frank

(Last) (First) (Middle)

1114 AVENUE OF THE AMERICAS, 19TH FLOOR

(State)

(Zip)

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

Symbol

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title

below) EVP & CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(City)

(City)	(State)	Tabl	e I - Non-L	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	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)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/27/2015		Code V A	Amount 27,864 (1)	(D)	Price \$ 22.43	(Instr. 3 and 4) 378,329 (2)	D	
Common Stock	02/28/2015		A	49,658 (3)	A	\$ 22.43	427,987 (2)	D	
Common Stock	02/28/2015		A	25,947 (4)	A	\$ 22.43	453,934 (2)	D	
Common Stock	02/28/2015		F	36,481 (5)	D	\$ 22.43	417,453 (2)	D	

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ.			
									mount		
						Date	Expiration	Or T:41- N			
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			Si	hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mergenthaler Frank

1114 AVENUE OF THE AMERICAS 19TH FLOOR

**EVP & CFO** 

NEW YORK, NY 10036

### **Signatures**

/s/Robert Dobson POA for Frank Mergenthaler

03/03/2015

\*\*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) All shares will vest as of February 27, 2018.
- (2) Includes restricted shares which are subject to forfeiture under certain circumstances.
- (3) Performance based shares, awarded to Mr. Mergenthaler on February 28, 2015 after achieving specific goals over the 2012-2015 period.
- Performance based cash, paid in shares, awarded to Mr. Mergenthaler on February 28, 2015 after achieving specific performance goals **(4)** over the 2012-2015 period.
- (5) Not an open market sale; rather it represents a surrender of shares to the company to satisfy withholding tax obligations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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