

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 02, 2016

**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 \*  
CARROLL CHRISTOPHER F2. 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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/29/2016☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

SVP, Controller &amp; CAO

909 THIRD AVE

(Street)

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

NEW YORK, NY 10022

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 02/29/2016                           |                                                    | A                              | (A)<br>Amount<br>(1)<br>5,509                                     | Price<br>\$ 21.555                                                                            | 41,794 (2)                                               | D                                                     |
| Common Stock                    | 02/29/2016                           |                                                    | A                              | (3)<br>4,639                                                      | \$ 21.555                                                                                     | 46,433 (2)                                               | D                                                     |
| Common Stock                    | 02/29/2016                           |                                                    | A                              | (4)<br>13,729                                                     | \$ 21.555                                                                                     | 60,162 (2)                                               | D                                                     |
| Common Stock                    | 02/29/2016                           |                                                    | A                              | (5)<br>8,134                                                      | \$ 21.56                                                                                      | 68,296 (2)                                               | D                                                     |
| Common Stock                    | 02/29/2016                           |                                                    | F                              | (6)<br>3,351                                                      | \$ 21.56                                                                                      | 64,945 (2)                                               | D                                                     |

Common Stock      02/29/2016      F      5,660 (6)      D      \$ 21.555      59,285 (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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                         |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                             |
|--------------------------------------------------------------|-------------------------------------------|
|                                                              | Director    10% Owner    Officer    Other |
| CARROLL CHRISTOPHER F<br>909 THIRD AVE<br>NEW YORK, NY 10022 | SVP, Controller & CAO                     |

## Signatures

/s/Robert Dobson POA for Christopher Carroll      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 which are subject to forfeiture under certain circumstances.
- (3) Restricted shares that will vest on February 28, 2018.
- (4) Performance based shares awarded to Mr. Carroll after achieving specific performance goals and vesting over the 2013-2016 period.

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(5) Performance based cash, paid in shares, awarded to Mr. Carroll 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.

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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