

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>KRAKOWSKY PHILIPPE</u>  (Last) (First) (Middle) <u>909 THIRD AVE</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>INTERPUBLIC GROUP OF COMPANIES, INC. [ IPG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Strat &amp; Talent Ofcr</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/29/2016</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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 <sup>(1)</sup>	A	\$21.555	199,958 <sup>(2)</sup>	D	
Common Stock	02/29/2016		A		34,794 <sup>(3)</sup>	A	\$21.555	234,752 <sup>(2)</sup>	D	
Common Stock	02/29/2016		A		61,825 <sup>(4)</sup>	A	\$21.555	296,577 <sup>(2)</sup>	D	
Common Stock	02/29/2016		A		32,536 <sup>(5)</sup>	A	\$21.56	329,113 <sup>(2)</sup>	D	
Common Stock	02/29/2016		F		15,898 <sup>(6)</sup>	D	\$21.56	313,215 <sup>(2)</sup>	D	
Common Stock	02/29/2016		F		34,511 <sup>(6)</sup>	D	\$21.555	278,704 <sup>(2)</sup>	D	
Common Stock	03/01/2016		M		51,094 <sup>(7)</sup>	A	\$11.7	329,798 <sup>(2)</sup>	D	
Common Stock	03/01/2016		S		51,094 <sup>(7)</sup>	D	\$21.5717 <sup>(8)</sup>	278,704 <sup>(2)</sup>	D	
Common Stock	03/01/2016		S		43,592 <sup>(9)</sup>	D	\$21.5717 <sup>(8)</sup>	235,112 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$11.7	03/01/2016		M			51,094	05/31/2011	05/31/2017	Common Stock	51,094	\$11.7	0	D	

**Explanation of Responses:**

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.
8. Reflects average price of multiple sales on March 1, 2016 ranging from \$21.50-\$21.69. Mr. Krakowsky undertakes to provide upon 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.

/s/Robert Dobson POA for  
Phillipe Krakowsky 03/02/2016

\*\* Signature of Reporting Person Date

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

\* 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).

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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