

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

April 30, 2014

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 *
ROTH MICHAEL ISOR

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

THE INTERPUBLIC GROUP OF COMPANIES, INC., 1114 AVENUE OF THE AMERICAS, 19TH FLOOR

(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 10036

(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)
			Code	V	Amount or Price		
Common Stock	04/28/2014		M		78,300 (1) A \$ 12.965	1,079,431 (2)	D
Common Stock	04/28/2014		S		78,300 (1) D \$ 17.092 (3)	1,001,131 (2)	D
Common Stock	04/29/2014		M		83,674 (1) A \$ 12.965	1,084,805 (2)	D
Common Stock	04/29/2014		S		83,674 D \$	1,001,131 (2)	D

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Stock			<u>(1)</u>		17.063			<u>(4)</u>	
Common Stock	04/29/2014		S	116,154	D	\$	17.063	884,977 <u>(2)</u>	D
				<u>(5)</u>			<u>(4)</u>		

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.

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 12.965	04/28/2014		M	78,300	07/16/2008 07/16/2014	Common Stock	78,300	
Common Stock	\$ 12.965	04/29/2014		M	83,674	07/16/2008 07/16/2014	Common Stock	83,674	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROTH MICHAEL ISOR
THE INTERPUBLIC GROUP OF COMPANIES, INC.
1114 AVENUE OF THE AMERICAS, 19TH FLOOR
NEW YORK, NY 10036

Chairman and CEO

Signatures

/s/Robert J. Dobson POA for Michael I. Roth

04/30/2014

__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 161,974 options which were set to expire on July 16, 2014 and subsequent sale of the underlying options. The options were exercised in 2 increments consisting of 78,300 on 4/28/2014 and 83,674 on 4/29/2014.
- (2) Includes restricted shares which are subject to forfeiture under certain circumstances.
Reflects average price of multiple sales on April 28, 2014 ranging from \$17.00 to \$17.29. Mr. Roth 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.
Reflects average price of multiple sales on April 29, 2014 ranging from \$16.9 to \$17.205. Mr. Roth undertakes to provide upon request by
- (4) the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) This is an 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.

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