

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

April 30, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH MICHAEL ISOR

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**INTERPUBLIC GROUP OF
COMPANIES, INC. [IPG]**

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

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

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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)			
				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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