

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