

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

October 29, 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)
10/27/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman & 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	10/27/2014		M	(A) V Amount <u>(1)</u> 225,000	(D) Price \$ 13.645	1,109,977 <u>(2)</u>	D
Common Stock	10/27/2014		S	(A) V Amount <u>(1)</u> 225,000	(D) Price \$ 18.67 <u>(3)</u>	884,977 <u>(2)</u>	D
Common Stock	10/28/2014		M	(A) V Amount <u>(1)</u> 225,000	(D) Price \$ 13.645	1,109,977 <u>(2)</u>	D
Common Stock	10/28/2014		S	(A) V Amount <u>(1)</u> 225,000	(D) Price \$ 18.89 <u>(4)</u>	884,977 <u>(2)</u>	D

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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 Number of Shares
Stock Option	\$ 13.645	10/27/2014		M	225,000	02/14/2009 02/14/2015	Common Stock	225,000	
Stock Option	\$ 13.645	10/28/2014		M	225,000	02/14/2009 02/14/2015	Common Stock	225,000	

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 & CEO	

Signatures

/s/Robert J. Dobson POA for Michael I. Roth 10/29/2014

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).

- Involves the exercise of 450,000 options which were set to expire on February 14, 2015 and subsequent sale of the underlying shares. The
- (1) options were exercised in 2 increments consisting of 225,000 on 10/27/2014 and 225,000 on 10/28/2014. The reporting person will use the proceeds of such sale for tax planning purposes.
 - (2) Includes restricted shares which are subject to forfeiture under certain circumstances.
 - (3) Reflects weighted-average price of multiple sales on October 27, 2014 ranging from \$18.615 to \$18.78. Mr. Roth 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.

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- Reflects weighted-average price of multiple sales on October 28, 2014 ranging from \$18.705 to \$18.95. Mr. Roth undertakes to provide
- (4) 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.

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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