

ROTH MICHAEL ISOR

Form 4

August 21, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

THE INTERPUBLIC GROUP OF  
COMPANIES, INC., 909 THIRD  
AVE

(Street)

NEW YORK, NY 10022

(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)  
08/20/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/20/2018		M		250,000 (1)	A	\$ 4.14	947,555 (2)	D
Common Stock	08/20/2018		M		250,000 (1)	D	\$ 22.415 (3)	697,555 (2)	D
Common Stock	08/21/2018		M		250,000 (1)	A	\$ 4.14	947,555 (2)	D
Common Stock	08/21/2018		M		250,000 (1)	D	\$ 22.6096 (4)	697,555 (2)	D

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Common Stock 500,000 <sup>(5)</sup> I Trust

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

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SEC 1474  
(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 of Number of Shares
Stock Option	\$ 4.14	08/20/2018		M	250,000	03/31/2013 03/31/2019	Common Stock 250,000
Stock Option	\$ 4.14	08/21/2018		M	250,000	03/31/2013 03/31/2019	Common Stock 250,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROTH MICHAEL ISOR  
THE INTERPUBLIC GROUP OF COMPANIES, INC.  
909 THIRD AVE  
NEW YORK, NY 10022

Chairman and CEO

## Signatures

/s/Steve Planchard POA for Michael I. Roth 08/21/2018

\*\*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 a total of 500,000 options which were set to expire on March 31, 2019 and subsequent sale of the underlying shares.

(2) Includes restricted shares which are subject to forfeiture under certain circumstances.

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(3) Reflects average price of multiple sales on August 20, 2018 ranging from \$22.33-\$22.54. 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.

(4) Reflects average price of multiple sales on August 21, 2018 ranging from \$22.36-\$22.79. 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.

(5) Shares are held in The Michael I. Roth 2015 GRAT.

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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