

DOONER JOHN J JR

Form 4/A

February 18, 2010

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 *
DOONER JOHN J JR

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)
C/O IPG, 1114 AVE OF THE
AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2009

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chairman, Pres & CEO McCann WG

(Street)
NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/17/2009

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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	06/15/2009		A	(A) or (D) Amount (1) \$ 5.715	1,075,382 (2)	D	
Common Stock	06/16/2009		F	(3) Amount (3) \$ 5.715	1,039,551	D (2)	

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

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SEC 1474
(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DOONER JOHN J JR C/O IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036	Chairman, Pres & CEO McCann WG

Signatures

/s/Nicholas J. Camera POA for John J.
Dooner, Jr. 02/18/2010

____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).
- Correction of Form 4 previously filed on June 17, 2009, which (i) listed Mr. Dooner as surrendering 35,831 shares to the company to satisfy withholding tax obligations, but (ii) failed to show the 46,576 performance based shares awarded to Mr. Dooner on June 15, 2009 after achieving specific performance goals over the 2006-2009 period.
- (1) Includes restricted shares that are subject to forfeiture under certain circumstances.
 - (2) This is not an open market sale; rather is represents a surrender of shares to the company to satisfy withholding tax obligations (previously reported on Form 4 filed on June 17, 2009).
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.