

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

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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., 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 <u>(1)</u>	A	\$ 4.14	947,555 <u>(2)</u>	D
Common Stock	08/20/2018		M		250,000 <u>(1)</u>	D	\$ 22.415 <u>(3)</u>	697,555 <u>(2)</u>	D
Common Stock	08/21/2018		M		250,000 <u>(1)</u>	A	\$ 4.14	947,555 <u>(2)</u>	D
Common Stock	08/21/2018		M		250,000 <u>(1)</u>	D	\$ 22.6096 <u>(4)</u>	697,555 <u>(2)</u>	D

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Common Stock 500,000 ⁽⁵⁾ I Trust

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	\$ 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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Reflects average price of multiple sales on August 20, 2018 ranging from \$22.33-\$22.54. 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 August 21, 2018 ranging from \$22.36-\$22.79. 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) 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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