

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

June 02, 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 \*  
CARROLL CHRISTOPHER F

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)  
IPG, 1114 AVE OF THE AMERICAS  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/29/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Controller & CAO

NEW YORK, NY 10036

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

(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)
			Code	V	Amount or Price		
Common Stock	05/29/2014		M		40,439 (1) A \$ 8.655	82,265 (2)	D
Common Stock	05/29/2014		M		40,875 (3) A \$ 11.7	123,140	D
Common Stock	05/29/2014		M		33,992 (4) A \$ 9.9125	157,132	D
Common Stock	05/29/2014		S		115,306 (1) (3) (4) D \$ 19.1068	41,826 (2)	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 8.655	05/29/2014		M	40,439	06/15/2010 06/15/2016		Common Stock	40,439
Common Stock	\$ 11.7	05/29/2014		M	40,875	05/31/2011 05/31/2017		Common Stock	40,875
Common Stock	\$ 9.9125	05/29/2014		M	33,992	05/30/2012 05/30/2018		Common Stock	33,992

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARROLL CHRISTOPHER F IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036			SVP, Controller & CAO	

## Signatures

/s/Robert J. Dobson POA for Christopher  
Carroll

06/02/2014

\_\_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 40,439 options which were set to expire on June 15, 2016 and subsequent sales of the underlying options.
- (2) Includes restricted stock which is subject to forfeiture under certain circumstances.
- (3) Involves the exercise fo 40,875 options which were set to expire on May 31, 2017 and subsequent sale of the underlying shares.

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(4) Involves the exercise of 33,992 options which were set to expire on May 30, 2018 and subsequent sale of the underlying shares.

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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