

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 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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