

ROTH MICHAEL ISOR

Form 4

March 04, 2019

**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  
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2005  
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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)  
02/28/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2019		A	268,161 (1)	A \$ 22.9 965,716 (2)	D	
Common Stock	02/28/2019		F	190,957 (3)	D \$ 22.9 774,759 (2)	D	
Common Stock	02/28/2019		A	160,151 (4)	A \$ 22.9 934,910 (2)	D	
Common Stock	03/01/2019		S	198,985 (5)	D \$ 22.95 735,925 (2) (6)	D	

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Common Stock 500,000 <sup>(7)</sup> I Trust

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

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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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				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

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

Chairman & CEO

## Signatures

/s/Robert Dobson POA for  
Michael Roth

03/04/2019

\*\*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) Performance based shares, awarded to Mr. Roth on February 28, 2019 after achieving specific performance goals and vesting over the 2016-2019 period.

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

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- (3) This is not an open market sale; rather it represents a surrender of shares to the company to satisfy withholding tax obligations.
- (4) Restricted shares that will vest on February 28, 2022.
- (5) Open market sale.

Reflects average price of multiple sales on March 1, 2019 ranging from \$22.76-\$23.14. Mr. Roth undertakes to provide upon request by

- (6) the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number shares sold at each separate price.
- (7) 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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