

ROTH MICHAEL ISOR
Form 4
August 21, 2018

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 *
ROTH MICHAEL ISOR

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Last) (First) (Middle)
THE INTERPUBLIC GROUP OF COMPANIES, INC., 909 THIRD AVE

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2018

(Street)
NEW YORK, NY 10022

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

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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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.

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.