INTERPUBLIC GROUP OF COMPANIES, INC.
Form 4
June 02, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 *
CARROLL CHRISTOPHER F

(Last) (First) (Middle)

IPG, 1114 AVE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(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)
05/29/2014

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)
SVP, Controller & CAO

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	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.

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 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.

(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.
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.