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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): December 5, 2003

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware 1-6686 13 -1024020

(State or other jurisdiction of (Commission incorporation or organization) File Number) Identification No.)

1271 Avenue of the Americas, New York, New York 10020

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 212-399 -8000

Item 5. Other Events and Regulation FD Disclosure.

On December 5, 2003, The Interpublic Group of Companies, Inc. ("Interpublic") issued a press release, attached hereto as exhibit 99.1, which is hereby incorporated by reference, announcing a proposed settlement of the consolidated class action shareholder suits currently pending in federal district court in New York. The settlement is subject to the execution of a definitive settlement agreement and approval from the federal district court judge. Under the proposed settlement, Interpublic will pay \$115 million, of which \$20 million will be cash and \$95 million will be common stock of Interpublic. The shares to be disbursed will be valued at \$14.50 per share, thereby resulting in the disbursement of 6,551,725 shares of Interpublic common stock. The parties to the settlement have also agreed that, should the price of Interpublic common stock drop below \$8.70 per share prior to final approval of the settlement, Interpublic will issue at its sole discretion either additional stock or cash so that the consideration for the stock portion of the settlement will have a total value of \$57 million.

Item 7. Financial Statements and Exhibits.

On December 5, 2003, the Company issued a press release announcing a proposed settlement of the consolidated class actions shareholder suits currently pending in federal district court in New York, a copy of which is attached hereto as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: December 5, 2003 by:

/s/ NICHOLAS J. CAMERA
----Nicholas J. Camera

Senior Vice President, General

Counsel and Secretary

[INTERPUBLIC LOGO]

THE INTERPUBLIC GROUP OF COMPANIES, INC.

WORLDWIDE ADVERTISING AND MARKETING COMMUNICATIONS 1271 Avenue of the Americas, New York, N.Y. 10020

FOR IMMEDIATE RELEASE

- -----

INTERPUBLIC ANNOUNCES AGREEMENT TO SETTLE CLASS ACTION SHAREHOLDER SUITS

Charge Taken in Third Quarter in Anticipation of Potential Settlement

NEW YORK, NY (December 5, 2003) - The Interpublic Group (NYSE: IPG) announced today that it has reached an agreement to settle the consolidated class action shareholder suits currently pending in federal district court in New York. The settlement is subject to the execution of a definitive settlement agreement and to approval from the federal district court judge. Interpublic is also working towards a settlement of the other pending lawsuits relating to the 2002 earnings restatements as part of this same settlement package.

Under terms of the proposed settlement, Interpublic will pay \$115 million, of which \$20 million will be cash and \$95 million will be common stock of Interpublic. The shares to be disbursed will be valued at \$14.50 per share. The company will therefore distribute to the class 6,551,725 shares of Interpublic common stock. The company had disclosed its best estimate for pending legal actions and consequently taken a charge of \$127.6 million in the third quarter of this year, which included \$12.6 million for an unrelated legal settlement.

The parties have also agreed that, should the price of Interpublic common stock drop below \$8.70 per share prior to final approval of the settlement, Interpublic will issue at its sole discretion either additional stock or cash so that the consideration for the stock portion of the settlement will have a total value of \$57 million.

#

About Interpublic

- -----

Interpublic is one of the world's leading organizations of advertising agencies and marketing services companies. Major global brands include Draft, Foote, Cone & Belding Worldwide, Golin/Harris International, Initiative Media, Lowe & Partners Worldwide, McCann-Erickson, Universal McCann and Weber Shandwick Worldwide. Leading domestic brands include Campbell-Ewald, Deutsch and Hill Holliday.

#

Contact Information

Press:
Philippe Krakowsky
(212) 399-8088

General Inquiries: Julie Tu (212) 445-8456

Analysts: Dan Leib (212) 621-5767