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): November 19, 2002

The Interpublic Group of Companies, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-6686	13-1024020				
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)				
1271 Avenue of the Americas, Ne	ew York, New York	10020				
(Address of Principal Executive Offices) (Zip Code)						
Registrant's telephone	number, including area	code: 212-399-8000				

(Former Name or Former Address, if Changed Since Last Report)

Item 9. Regulation FD Disclosure.

The text of a slide show, dated November 19, 2002 and made available by the Company via the internet in connection with a telephone conference with investors of the same date, 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: November 20, 2002

By: /s/ Nicholas J. Camera

Name: Nicholas J. Camera Title: Senior Vice President, General Counsel and Secretary

Exhibit 99.1

The Interpublic Group of Companies, Inc.

Third Quarter 2002 Conference Call Notes

November 19, 2002

Conference Call Agenda

- I. Introduction
- II. Restatement Review
- III. Third Quarter Financials
- IV. Outlook
- V. Questions and Answers

Restatement

Process

- o Three month process
- o Iterative process
- o Two premier law firms
- o Two "Big Four" accounting firms
- o Extensive internal resources
 - 10,000s man-hours
 - 50+ countries
- o Focus on McCann Erickson; covered all parts of company
- o Process complete

	Impact of Restatement					
A. Years	2001	2000	1999	1998	1997	
Net income (loss) - as reported	\$ (505.3)	\$ 420.3 \$	\$ 359.4	\$ 374.2	\$ 168.7	
Adjustments	(22.1)	(23.2)	(19.2)	(12.4)	(16.7)	
Net income (loss) - as restated	(527.4)	397.1	340.2	361.8	152.0	
Earnings (loss) per share - as reported	\$ (1.37)	\$ 1.14	\$ 0.99	\$ 1.04	\$ 0.49	
Earnings (loss) per share - as restated	\$ (1.43)	\$ 1.07 \$	\$ 0.94	\$ 1.01	\$ 0.44	
		2001		200	12	
B. Quarters	Q1	Q2	Q3	Q1	Q2	
			•			
Net income (loss) - as reported	\$ (28.8)	\$ (110.2) \$	\$ (477.5)	\$ 66.7	\$ 117.0	
Net income (loss) - as reported Adjustments	\$ (28.8) (1.6)	, , , , , , , , , , , , , , , , , , ,	\$ (477.5)	\$ 66.7 (5.0)		
		, , , , , , , , , , , , , , , , , , ,	\$ (477.5)		\$ 117.0	
Adjustments	(1.6)	(6.1) (116.3)	(477.5) (3.6)	(5.0)	\$ 117.0 (5.7)	

Restatement Analysis

0	McCann	
	- Intracompany - Other	\$101.0 36.3
		137.3
0	Accounts Payable	30.3
0	Other	13.7
	Total	\$181.3 =========

Restatement

Analysis:

- o Prior period adjustment is \$181.3 million
- o No full year EPS impacted by more than \$.07
- o Primarily 2001 and prior
- o No impact on current cash position
- o No impact on client funds
- o No impact on client service or new business activity

Restatement

Actions:

- o New CFO at McCann Erickson WorldGroup
- o $\ \mbox{IPG}$ Executive is Acting Controller at McCann-Erickson
- o New Controller at McCann Erickson WorldGroup
- o New Controller at McCann Europe
- o Appropriate personnel actions within McCann ${\tt Erickson}\ {\tt WorldGroup}\ {\tt system}$
- o Requisite policy and procedure changes being implemented

Third Quarter 2002

- o EPS \$.02 vs. (\$1.30)
 - Ex-non recurring and goodwill amortization \$.04 vs. \$.23
 - Octagon Motor Sports and McCann shortfalls are principal factors
- o Revenue sequentially improved, but remains volatile
 - Constant dollar revenue down 6.1%
 - Q3 revenue environment weaker than planned
- $\ensuremath{\mathsf{o}}$ New business performance good and appears to be impacting revenue comparisons
- o Points of margin pressure
 - Revenue declines
 - Cost management
 - Incremental severance
 - Other matters impacting comparisons
- o Debt declined; positive operating cash flow

Summary Third Quarter Results (Restated; Before Non-recurring Items)

	 2002	 2001	Favorable/ (Unfavorable) Variance	djusted FAS 142 3Q `01
Revenue	\$ 1,502.2	\$ 1,622.0	(7.4%)	\$ 1,622.0
Operating Costs	1,374.7	1,392.0	1.2%	1,392.0
EBITDA	127.5	230.0	(44.6%)	230.0
Margin %	8.5%	14.2%		14.2%
Depreciation	51.4	52.2	1.5%	52.2
Amortization of Intangibles	1.7	42.8	96.0%	1.0
Income from Operations	74.4	135.0	(44.9%)	176.8
Margin %	5.0%	8.3%		10.9%
Net Income	14.7	51.0	(71.2%)	86.1
Diluted EPS	.04	.14	(71.4%)	.23

Summary Nine Month Results (Restated; Before Non-recurring Items)

	 2002	 2001	Favorable/ (Unfavorable) Variance	
Revenue	\$ 4,534.9	\$ 5,056.6	(10.3%)	\$ 5,056.6
Operating Costs	3,944.5	4,248.4	7.2%	4,248.4
EBITDA	590.4	808.2	(26.9%)	808.2
Margin %	13.0%	16.0%		
Depreciation	150.1	156.2	3.9%	156.2
Amortization of Intangibles	5.5	126.9	95.7%	2.9
Income from Operations	434.8	525.1	(17.2%)	649.1
Margin %	9.6%	10.4%		12.8%
Net Income	187.7	236.8	(20.7%)	342.3
Diluted EPS	.49	.63	(22.2%)	.91

Octagon Motor Sports (Brands Hatch) (Restated; Before Non-recurring Costs)

	 3Q'02	 3Q'01	_	Change	Y 	'TD'02	Y 	TD'01	(Change
Revenue	\$ 30.2	\$ 42.7	\$	(12.5)	\$	62.5	\$	85.0	((22.5)
Operating Expense	67.2	34.9		(32.3)		114.1		71.9	((42.2)
Operating Income	(37.0)	7.8		(44.8)		(51.6)		13.1	((64.7)
Operating Margin	(122.5)%	18.3%				(82.6)%		15.4%		
Other Income (Expense)	(0.4)	(0.4)				(6.8)		(0.8)		(6.0)
Pretax Income	(37.4)	7.4		(44.8)		(58.4)		12.3	((70.7)
Net Income	(24.4)	5.1		(29.5)		(39.4)		8.6	((48.0)
EPS	\$ (0.06)	\$.01	\$	(.07)		(0.10)		.02		(.12)

Year to date EPS Impact: (0.12)

Interpublic (ex Brands Hatch)

(Restated; Before Non-recurring items and goodwill amortization)

	2002	2001	
	YTD	YTD	Variance
Revenue	\$ 4,472.4	\$ 4,971.6	(\$ 499.2)
Operating Expenses	3,986.0	4,335.6	(349.6)
Operating Profit	\$ 486.4	\$ 636.0	(\$ 149.6)
	========	=========	========
Operating Profit Margin	10.9%	12.8%	
	=========	=========	
Net Income	\$ 227.1	\$ 333.8	(106.7)
	========	=========	
Diluted EPS	\$.60	\$.90	\$ (.30)
	=========		

Interpublic (ex Brands Hatch)

(Restated; Before Non-recurring items and goodwill amortization)

	3Q 2002	3Q 2001	Variance
Revenue	\$ 1,472.0	\$ 1,579.3	(107.3)
Operating Expenses	1,360.6	1,410.3	(49.7)
Operating Profit	\$ 111.4	169.0	\$ (57.8)
Operating Profit Margin	7.6%	10.7%	
Net Income	\$ 39.1	\$ 81.1	(42.0)
Diluted EPS	\$.10 ======	\$.22 ======	\$ (.12)

Third Quarter 2002:

Components of Change

(Restated; Excludes Octagon Motor Sports and non-recurring items)

3RD QTR	2001 Pro Forma FAS 141/142	Currency	Net Dispositions	Loss of Pepsi Brands	Organic	Taxes and Other	2002 Results	;
Revenue	\$ 1,579.3	(22.2)	(6.7)	(10.2)	(68.2)		\$ 1,472.0	
Operating Expenses	1,410.3	(18.0)	(8.4)	(2.9)	(20.4)		1,360.6	
Operating Income	169.0	(4.2)	1.7	(7.3)	(47.8)		111.4	
Operating Margin Change		(0.1)%	0.1%	(0.3)%	(2.8)%			
Operating Margin	10.7%	10.6%	10.7%	10.4%	7.6%		7.6%	
Diluted EPS	0.22	(0.01)		(0.01)	(0.07)	(0.03)	\$ 0.10	

September YTD 2002: Components of Change

(Restated; Excludes Octagon Motor Sports and non-recurring items)

SEPT YTD	2001 Pro Forma FAS 141/142	Currency	Net Dispositions	Loss of Chrysler/ Pepsi Brands	Organic	Taxes and Other	2002 Results
Revenue	\$ 4,971.6	4.2	(36.0)	(42.8)	(424.6)		\$ 4,472.4
Operating Expenses	4,335.6	6.6	(40.8)	(26.6)	(288.8)		3,986.0
Operating Income	636.0	(2.4)	4.8	(16.2)	(135.8)		486.4
Operating Margin Change		0.0%	0.2%	(0.3)%	(1 .8)%		
Operating Margin	12.8%	12.8%	13.0%	12.7%	10.9%		10.9%
Diluted EPS	0.90		0.01	(0.02)	(0.21)	(0.08)	.60

2002 Recap

Original Algorithm

- o Flat revenue = 15% EPS Growth
- o (5%) revenue = 10% EPS Growth
- o (9%) Revenue = Incremental \$250MM + decline in revenue that cannot be covered by incremental cost reductions

Additional Challenges

- o Brands Hatch
- o McCann restatement and operating shortfalls

Actions

Cost cutting actions across the company include:

- o Adjustments of headcount levels
- o Salary freezes / reductions
- o Travel restrictions
- o Capital expenditure freeze

(\$ Millions)

Key Wins

AmSouth Bank	Merck (media)
AXA Financial	Ortho Procrit
Bally Total Fitness	Ontario Tourism
Bausch & Lomb	Qwest Communications
Fisher Price	Wendy's
Friskies	Zenith Electronics
Gillette	Vodaphone

Total Wins Total Losses	\$ 1	,060.2 330.0
Net New Business	 \$	730.2

Organic Revenue Progression

[Bar graph describing organic revenue progression: 4Q 00: 9.0, 1Q 01: 6.0, 2Q 01: -3.0, 3Q 01: -8.5, 4Q 01: -10.1, 1Q 02: -13.8, 2Q 02: -9.5, 3Q 02: -5.2.]

Selected Balance Sheet Items

(Restated)

	September 30, 2002	June 30, 2002	March 31, 2002	December 31, 2001
Cash & Cash Equivalents	\$ 615.0	\$ 537.3	\$ 575.1	\$ 935.2
Total Debt	2,902.4	2,976.3	2,893.9	2,933.7
Debt as % of Capital	57.2%	57.6%	60.2%	61.2%
Stockholders' Equity	2,170.2	2,191.6	1,914.2	1,857.9

	 LTM @ Septe	ember 30,
	 2002	2001
EBITDA	\$ 954.7	
Interest Expense	147.8	163.5
EBITDA/Interest	6.5x	6.4x
Total Debt/EBITDA	3.0x	3.0x
Debt:		
Bank Loans (Due less than 1 year)	\$ 464.1	689.9
\$500 Million Revolver Facility due 5/15/03	-	-
\$375 Million Facility due 6/27/05	103.4	342.9
1.87% Convertible Debentures due 6/1/06	233.8	226.4
1.80% Million Convertible Notes due 9/16/04	326.4	318.2
0% Million Convertible Notes due 12/24/21	577.7	-
- Next Put Date Dec. 2003		
7.88% Senior Unsecured Notes due 10/15/05	500.0	500.0
7.25% Senior Unsecured Notes due 8/15/11	500.0	500.0
Floating Rate Notes	-	100.0
Term Loans	197.0	448.5
Total Debt	2,902.4	\$ 3,125.9 ======

Current Liquidity Picture

o Interpublic believes that cash flow from operations together with its existing lines of credit and refinancings thereof will be sufficient to fund the Company's working capital needs and other obligations on a timely basis.

	Total Amount	As of Septembe	er 30, 2002
	of Facility	Outstanding	Available
Committed Facilities:			
364 Day Revolving Credit Facility	\$ 500	Θ	\$ 500
5 Year Revolving Credit Facility	375	103	272
Other Committed Credit Facilities	122	57	65
Total Committed Facilities	997	160	837
Uncommitted Facilities	717	326	391
Total Credit Facilities	\$ 1,714	\$ 486	\$ 1,228
	Cash & Cash	Equivalents	615
	Total Capita	l Available	\$ 1,843

Consolidated Cash Flow Summary

September YTD

	9 months 2002	9 months 2001
Net income (loss)	180.5	(627.8)
Non-cash income items	307.9	872.4
Net (increase) decrease in working capital	(236.7)	(752.6)
Cash flows from operations	251.7	(508.0)
Cash flows from investing activities	(360.6)	(511.7)
Cash flows from financing activities	(168.6)	885.4
Exchange rate impact	(42.7)	(24.7)
Net change in cash	(320.2)	(159.0)

- o As a result of:
 - Continued revenue pressure
 - Possibility of additional severance
 - Unanticipated McCann charges
- o The company no longer expects to meet its earlier guidance of .85 .90 per share for 2002
- o Debt reduction and a return to historical profit margins are our primary goals

Summary

- o Accounting restatement complete
- o Non-Core motor sports continues to deflate results
- o Core business results diluted by unanticipated costs
- o Otherwise core margins stable on a run-rate basis
- o Further cost reductions necessary
- o New business performance strong, especially at McCann
- o Revenue comparisons improving sequentially
- o Cash flow performance positive
- o Balance sheet remains first priority
- o Organizational initiatives underway
- o Still cautious on short term outlook

Cautionary Statement

This document contains forward-looking statements. Interpublic's representatives may also make forward-looking statements orally from time to time. Statements in this document that are not historical facts, including statements about Interpublic's beliefs and expectations, particularly regarding recent business and economic trends, the impact of litigation, the integration of acquisitions and restructuring costs, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and therefore undue reliance should not be placed on them. Forward-looking statements speak only as of the date they are made, and Interpublic undertakes no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, those associated with the effects of national and regional economic conditions, Interpublic's ability to attract new clients and retain existing clients, the financial success of Interpublic's clients, developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world and the successful completion and integration of acquisitions which complement and expand Interpublic's business capabilities.

Interpublic's liquidity could be adversely affected if Interpublic is unable to access the capital markets or to negotiate successfully further amendments to its Revolving Credit Facilities or the Prudential Agreements by January 15, 2003. In addition, Interpublic could be adversely affected by developments in connection with the purported class actions and derivative suits that it is defending or the SEC informal inquiry relating to the restatement.

At any given time Interpublic may be engaged in a number of preliminary discussions that may result in one or more substantial acquisitions. These acquisition opportunities require confidentiality and from time to time give rise to bidding scenarios that require quick responses by Interpublic. Although there is uncertainty that any of these discussions will result in definitive agreements or the completion of any transactions, the announcement of any such transaction may lead to increased volatility in the trading price of Interpublic's securities.

The success of recent or contemplated future acquisitions will depend on the effective integration of newly acquired businesses into Interpublic's current operations. Important factors for integration include realization of anticipated synergies and cost savings and the ability to retain and attract new personnel and clients.

In addition, Interpublic's representatives may from time to time refer to "pro forma" financial information. Because "pro forma" financial information by its very nature departs from traditional accounting conventions, this information should not be viewed as a substitute for the information prepared by Interpublic in accordance with GAAP, including the balance sheets and statements of income and cash flow contained in Interpublic's quarterly and annual reports filed with the SEC on Forms 10-Q and 10-K.

Investors should evaluate any statements made by Interpublic in light of these important factors.

Appendices

			Th	ird	Quarter F	Revenue	
		2002	% of Rev		2001	% of Rev	% Change
Marketing Communications	\$	400.4	26.7%	\$	477.9	29.5%	(16.2%)
Marketing Intelligence		117.0	7.8%		105.8	6.5%	10.5%
Marketing Services		114.9	7.6%		120.0	7.4%	(4.3%)
Total Marketing and Communication							
Services		632.3	42.1%		703.7	43.4%	(10.2%)
Advertising & Media		869.9	57.9%		918.3	56.6%	(5.3%)
Total Revenue	\$ ==	1,502.2 ======	100.0% =====	\$ ==	1,622.0 ======	100.0% =====	(7.4%) =====

	Nine Months Revenue				
	2002	% of Rev	2001	% of Rev	% Change
Marketing Communications	\$ 1,205.6	26.6%	\$ 1,385.0	27.4%	(13.0%)
Marketing Intelligence	343.3	7.6%	324.7	6.4%	5.7%
Marketing Services	315.1	6.9%	353.2	7.0%	(10.8%)
Total Marketing and Communication Services	\$ 1,864.0	41.1%	\$ 2,062.9	40.8%	(9.6%)
Advertising & Media	\$ 2,670.9	58.9%	2,993.7	59.2%	(10.8%)
Total Revenue	\$ 4,534.9 ======	100.0% =====	\$ 5,056.6 ======	100.0% =====	(10.3%) =====

Revenue by Region Third Quarter 2002

	Revenue	% Total	% Change	% Change Constant \$	% Change Organic
Europe	\$ 431.4	28.7%	(4.7%)	(4.6%)	(4.8%)
Asia/Other	120.6	8.0%	(12.2%)	(8.9%)	(7.7%)
Latin America	61.9	4.1%	(18.9%)	3.1%	1.5%
Canada	36.6	2.4%	(3.3%)	(1.1%)	7.1%
Total International	650.5	43.3%	(7.6%)	(4.6%)	(4.2%)
Total Domestic	851.7	56.7%	(7.2%)	(7.2%)	(6.0%)
Total Revenue	\$ 1,502.2 =======	100.0% =====	(7.4%) ====	(6.1%) ====	(5.2%) ====

Trend Q2 `02:	Domestic (12%);	International	(6%);	Worldwide (10%) constant
Q1 `02:	Domestic (18%);	International	(10%)	(8%) constant
Q4 `01:	Domestic (19%);	International	(12%)	(7%) constant

Revenue by Region

Year-to-Date 2002

	Revenue	% Total	% Change	% Change Constant \$	% Change Organic
Europe	\$ 1,300.8	28.7%	(3.2%)	(7.3%)	(7.1%)
Asia/Other	381.0	8.4%	(8.9%)	(6.6%)	(5.4%)
Latin America	190.1	4.2%	(17.6%)	1.0%	(1.2%)
Canada	112.3	2.5%	(6.5%)	(4.9%)	0.4%
Total International	1,984.2	43.8%	(6.1%)	(6.3%)	(5.8%)
Total Domestic	2,550.7	56.2%	(13.3%)	(13.3%)	(11.5%)
Total Revenue	\$ 4,534.9	100.0% =====	(10.3%) =====	(10.4%)	(9.1%) ====

Trend Q2 `02:	Domestic (14%)	International (7	%); Worldwide	(12%) constant
Q1 `02:	Domestic (17%)	International (8	%); Worldwide	(14%) constant
Q4 `01:	Domestic (18%)	International (7	%); Worldwide	(14%) constant

Third Quarter 2002: Components of Revenue Change

Effects of:	Change %
Organic	(5.2%)
Merger-Related Losses	(0.6%)
Currency Translation	(1.3%)
Net Dispositions	(0.3%)
	(7.4%)

Nine Months 2002: Components of Revenue Change

Effects of:	Change %
Organic	(9.1%)
Merger-Related Losses	(0.8%)
Currency Translation	0.1%
Net Dispositions	(0.5%) (10.3%) ========

Restructuring Update

	2001	2002 Charge	Non- cash	Cash Paid				Long-Term Liabilities and Non-	
	Charge			Q4 `01	Q1 `02	Q2 `02	Q3 `02	Cash Items	Accrual
Severance	\$ 297.5	2.3	\$	\$ 143.5	\$ 59.6	\$ 34.6	\$ 20.7	(11.2)	\$ 30.2
Lease Termination	180.1	10.3		41.4	17.7	15.6	13.5		102.2
Leasehold Improvement	77.5		77.5						
Transaction costs	37.2		5.7	31.5					
Other costs	53.3	(0.5)	21.1	13.8	4.0	2.1	1.2		10.6
Total	\$ 645.6 ======	12.1	\$ 104.3 ======	\$ 230.2 ======	\$ 81.3 ======	\$ 52.3 ======	\$ 35.4 ======	(11.2)	\$ 143.0 ======

Diluted EPS Calculation

(Restated; Actual Reported)

	1Q '02	2Q '02	3Q'02	3Q YTD	
Net Income	\$ 61.7	\$ 111.3	\$ 7.5	\$ 180.5	
Basic Shares	372.96	375.68	377.28	375.31	
Add-Backs:					
Stock Options and Restricted Stock	6.79	6.73	3.80	5.77	
Total Shares (MM)	379.75	382.41	381.08	381.08	
Diluted EPS	\$.16	\$.29	\$ 0.02	\$ 0.47	

2001 Quarterly Results Restated for FAS 142

(Restated; Before Non-recurring Items)

	10	2Q	3Q	4Q	Year
Revenue	\$1,674.8	\$1,759.8	\$1,622.0	\$1,734.6	\$6,791.2
EBITDA	244.8	333.5	230.0	321.2	1,129.5
Margin %	14.6%	19.0%	14.2%	18.5%	16.6%
Depreciation	51.8	52.3	52.2	53.6	209.9
Amortization of Intangibles	.9	1.0	1.0	1.0	3.9
Income from Operations	192.1	280.2	176.8	266.6	915.7
Margin %	11.5%	15.9%	10.9%	15.4%	13.5%
Net Income	110.3	145.9	86.1	139.3	481.6
EPS	. 29	.39	.23	.37	1.28

(\$ Millions)

Issue	Original Principal	2002	2003	2004	2005	After	Total
1.87% Convertible debenture	\$ 250.0		:	\$ 233.8		\$	233.8
1.80% Convertible debenture	\$ 361.0					\$ 326.4	326.4
0% Convertible debenture	\$ 702.0		\$ 577.7				577.7
7.88% Senior Unsecured Notes	\$ 500.0				\$ 500.0		500.0
7.25% Senior Unsecured Notes	\$ 500.0					\$ 500.0	500.0
5 Year Revolving Facility	\$ 375.0				\$ 103.4		103.4
Term Loans	\$ 197.0	\$ 28.3	\$ 26.1 \$	\$ 31.3	\$ 6.3	\$ 105.0	197.0
Other(1)		\$ 464.1					464.1
Total		\$ 492.4	\$ 603.8	\$ 265.1	\$ 609.7	\$ 931.4 \$ 3	2,902.4

Note: 1. Includes capitalized leases and international evergreen lines of credit.