SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
KRAKOWSKY PHILIPPE	INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]	Director / 10% Owner / X Officer (give title below) / Other (specify below)

(Last)	(First)	(Middle)

IPG
909 THIRD AVE

(Street)

NEW YORK	NY	10022

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

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

EVP & Chief Strat & Tal Ofcr

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	02/28/2019		A		63,848[1]	A	$22.9	316,799[2]	D	
Common Stock	02/28/2019		F		46,976[3]	D	$22.9	269,823[2]	D	
Common Stock	02/28/2019		A		43,677[4]	A	$22.9	313,500[2]	D	
Common Stock	03/01/2019		S		45,867[5]	D	$22.95[6]	267,633[2]	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Performance based shares, awarded to Mr. Krakowsky 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.

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.

6. Reflects average price of multiple sales on March 1, 2019 ranging from $22.82-$23.14. Mr. Krakowsky undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number shares sold at each separate price.

/s/ Robert Dobson POA for Philippe Krakowsky   03/04/2019

** Signature of Reporting Person   Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.