

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>ROTH MICHAEL ISOR</u> (Last) (First) (Middle) THE INTERPUBLIC GROUP OF COMPANIES, INC. 1114 AVENUE OF THE AMERICAS, 19TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/28/2014		M		78,300 ⁽¹⁾	A	\$12.965	1,079,431 ⁽²⁾	D	
Common Stock	04/28/2014		S		78,300 ⁽¹⁾	D	\$17.092 ⁽³⁾	1,001,131 ⁽²⁾	D	
Common Stock	04/29/2014		M		83,674 ⁽¹⁾	A	\$12.965	1,084,805 ⁽²⁾	D	
Common Stock	04/29/2014		S		83,674 ⁽¹⁾	D	\$17.063 ⁽⁴⁾	1,001,131 ⁽²⁾	D	
Common Stock	04/29/2014		S		116,154 ⁽⁵⁾	D	\$17.063 ⁽⁴⁾	884,977 ⁽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						Amount or Number of Shares
Common Stock	\$12.965	04/28/2014		M			78,300	07/16/2008	07/16/2014	Common Stock	78,300	\$12.965	0	D	
Common Stock	\$12.965	04/29/2014		M			83,674	07/16/2008	07/16/2014	Common Stock	83,674	\$12.965	0	D	

Explanation of Responses:

- Involves the exercise of 161,974 options which were set to expire on July 16, 2014 and subsequent sale of the underlying options. The options were exercised in 2 increments consisting of 78,300 on 4/28/2014 and 83,674 on 4/29/2014.
- Includes restricted shares which are subject to forfeiture under certain circumstances.
- Reflects average price of multiple sales on April 28, 2014 ranging from \$17.00 to \$17.29. Mr. Roth undertakes to provide upon request by 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 April 29, 2014 ranging from \$16.9 to \$17.205. Mr. Roth undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- This is an open market sale.

/s/Robert J. Dobson POA for Michael I. Roth 04/30/2014

** 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.