

ROTH MICHAEL ISOR

Form 4

November 01, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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 *
ROTH MICHAEL ISOR

(Last) (First) (Middle)

THE INTERPUBLIC GROUP OF
COMPANIES, INC., 909 THIRD
AVE

(Street)

NEW YORK, NY 10022

(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)
10/31/2018

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)
Chairman and CEO

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)
Common Stock	10/31/2018		M	(A) Amount 117,840 (1)	Price \$ 12.935	815,395 (2)	D
Common Stock	10/31/2018		M	(A) Amount 117,840 (1)	\$ 23.1865 (3)	697,555 (2)	D
Common Stock	11/01/2018		M	(A) Amount 375,026 (1)	\$ 12.935	1,072,581 (2)	D
Common Stock	11/01/2018		M	(A) Amount 375,026 (1)	\$ 23.0678	697,555 (2)	D

(4)

Common Stock 500,000 ⁽⁵⁾ I Trust

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

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(9-02)

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 of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 12.935	10/31/2018		M	117,840	02/28/2014 02/28/2021	Common Stock 117,840
Stock Option	\$ 12.935	11/01/2018		M	375,026	02/28/2014 02/28/2021	Common Stock 375,026

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROTH MICHAEL ISOR
THE INTERPUBLIC GROUP OF COMPANIES, INC.
909 THIRD AVE
NEW YORK, NY 10022

Chairman and CEO

Signatures

/s/Robert J. Dobson POA for
Michael Roth

11/01/2018

__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 a total of 492,866 options which were set to expire on February 28, 2021 and subsequent sale of the underlying shares.

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- (2) Includes restricted shares which are subject to forfeiture under certain circumstances.
- (3) Reflects average price of multiple sales on Oct 31 2018 ranging from \$23.16-\$23.24. 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.
- (4) Reflects average price of multiple sales on Nov 1 2018 ranging from \$22.84-\$23.40. 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.
- (5) Shares are held in The Michael I. Roth 2015 GRAT.

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

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