

INTERPUBLIC GROUP OF COMPANIES, INC.

Form 4

March 04, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAKOWSKY PHILIPPE

2. Issuer Name and Ticker or Trading Symbol
INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
IPG, 1114 AVE OF THE AMERICAS

NEW YORK, NY 10036

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

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

____ Director
 Officer (give title below) 10% Owner
 Other (specify below)
EVP, Chief Strat & Talent Ofcr

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/28/2014		A	(A) 54,477 (1)	\$ 17.665 169,975	D	
Common Stock	02/28/2014		F	(D) 25,473 (2)	\$ 17.665 144,502	D	
Common Stock	03/03/2014		M	(A) 21,337 (3)	\$ 14.06 165,839	D	
Common Stock	03/03/2014		S	(D) 50,341 (4)	\$ 17.3995 115,498	D	

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)	Amount or Number of Shares
Common Stock	\$ 14.06	03/03/2014	03/03/2014	M	21,337	03/03/2014 05/18/2014	Common Stock	21,337

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRAKOWSKY PHILIPPE IPG 1114 AVE OF THE AMERICAS NEW YORK, NY 10036			EVP, Chief Strat & Talent Ofcr	

Signatures

/s/ Robert J. Dobson POA for Phillippe Krakowsky
03/04/2014

__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) Performance based cash, paid in shares, awarded to Mr. Krakowsky on Feb 28 2014, after achieving specific performance goals over the 2011-2014 period.
- (2) This is not an open market sale; rather it represents a surrender of shares to the company to satisfy withholding tax obligations.
- (3) Involves the exercise of 21,337 options which were set to expire on May 18, 2014 and subsequent sale of the underlying shares.
- (4) Reflects average price of multiple sales on March 3, 2014, ranging from \$17.34-\$17.48. 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 of shares sold at each separate price.

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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