

CARROLL CHRISTOPHER F
 Form 4
 March 04, 2019

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 *
 CARROLL CHRISTOPHER F

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, 909 THIRD AVE
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Cont & CAO

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 02/28/2019 | | A | | 12,130 ⁽¹⁾ \$ 22.9 | 44,654 ⁽²⁾ | D |
| Common Stock | 02/28/2019 | | F | | 6,744 ⁽³⁾ \$ 22.9 | 37,910 ⁽²⁾ | D |
| Common Stock | 02/28/2019 | | A | | 54,596 ⁽⁴⁾ \$ 22.9 | 92,506 ⁽²⁾ | D |
| Common Stock | 02/28/2019 | | A | | 19,655 ⁽⁵⁾ \$ 22.9 | 112,161 ⁽²⁾ | D |
| Common Stock | 03/01/2019 | | S | | 18,000 ⁽⁶⁾ \$ 22.95 | 94,161 ⁽²⁾ | D |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARROLL CHRISTOPHER F IPG 909 THIRD AVE NEW YORK, NY 10022 | | | SVP, Cont & CAO | |

Signatures

/s/Robert Dobson POA for Chris Carroll 03/04/2019

__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 shares, awarded to Mr. Carroll 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) Restricted shares that will vest on February 28, 2024.

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(6) Open market sale.

Reflects average price of multiple sales on March 1, 2019 ranging from \$22.82-\$23.12. Mr. Carroll undertakes to provide upon request by

(7) the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number 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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