

Johnson Ellen Tobi
Form 4
March 04, 2019

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 *
Johnson Ellen Tobi

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)
C/O IPG, 909 THIRD AVE
(Street)

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
SVP Fin & Treasurer

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2019		A	(A) or (D) Amount 12,769 (1)	Price \$ 22.9	43,621 (2)	D
Common Stock	02/28/2019		F	(3) 7,098	\$ 22.9	36,523 (2)	D
Common Stock	02/28/2019		A	(4) 8,735	\$ 22.9	45,258 (2)	D
Common Stock	03/01/2019		S	(5) 10,000	\$ 22.87 (6)	35,258 (2)	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Johnson Ellen Tobl C/O IPG 909 THIRD AVE NEW YORK, NY 10022	SVP Fin & Treasurer

Signatures

/s/ Robert Dobson POA for Ellen Johnson 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 Ms. Johnson 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)

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Reflects average price of multiple sales on March 1, 2019 ranging from \$22.85-\$22.90. Ms. Johnson 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.

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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