SEC Form 4

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FORM 4

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

OMB APPROVAL

| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
|---|--|
| 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 Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Addr <u>CARROLL</u> | 1 0 | | 2. Issuer Name and Ticker or Trading Symbol <u>INTERPUBLIC GROUP OF</u> <u>COMPANIES, INC.</u> [IPG] | | ationship of Reporting Pe k all applicable) Director Officer (give title below) | erson(s) to Issuer 10% Owner Other (specify below) | | | |
|--|-------------------------|----------|--|-------------------|---|---|--|--|--|
| (Last) 3 TIMES SQU | (First) ARE, 12TH FL | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021 | 1 | SVP, Controller & | , | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filiı | ng (Check Applicable | | | |
| NEW YORK | NY | 10036 | | X | Form filed by One Rep | porting Person | | | |
| (City) | (State) (Zip) | | - | | 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. Transa Code (8) | | 4. Securities Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/26/2021 | | A | | 14,420 ⁽¹⁾ | A | \$26.01 | 113,122 ⁽²⁾ | D | |
| Common Stock | 02/28/2021 | | A | | 4,803 ⁽³⁾ | A | \$26.01 | 117 ,9 25 ⁽²⁾ | D | |
| Common Stock | 02/28/2021 | | F | | 6,208 ⁽⁴⁾ | D | \$26.01 | 111,717 ⁽²⁾ | D | |
| Common Stock | 03/01/2021 | | S | | 15,000 ⁽⁵⁾ | D | \$26.92(6) | 96,717 ⁽²⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (a.g., pute, colle, warrante, ontione, convertible convertible

(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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ite | 7. Titl Amou Secur Unde Deriv Secur 3 and | int of rities rlying ative rity (Instr. | 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) | Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|---|-----|---------------------|---|---|---|--|--|---------------------------------------|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Restricted shares that will vest on February 26, 2024.

2. Includes restricted shares that are subject to forfeiture under certain circumstances.

3. Performance based shares, awarded to Mr. Carroll on February 28, 2021 after achieving specific performance goals and vesting over the 2018-2021 period.

4. This is not an open market sale; rather it represents a surrender of shares to the company to satisfy withholding tax obligations.

5. Open market sale.

6. Reflects average price of multiple sales on March 1, 2021 ranging from \$26.84-26.96. Mr. Carroll 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.

<u>/s/Robert Dobson POA for</u> Christopher Carroll

** Signature of Reporting Person Date

03/02/2021

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.