

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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 APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person * <u>KRAKOWSKY PHILIPPE</u> (Last) (First) (Middle) IPG 909 THIRD (Street) NEW YORK NY 10022 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>INTERPUBLIC GROUP OF COMPANIES, INC. [IPG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & Chief Strat & Talent Off |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | (A) or (D) | Price | | | |
| Common stock | 02/28/2017 | | A | | 66,878 ⁽¹⁾ | A | \$24.2975 | 301,670 ⁽²⁾ | D | |
| Common stock | 02/28/2017 | | A | | 127,915 ⁽³⁾ | A | \$24.2975 | 428,865 ⁽²⁾ | D | |
| Common stock | 02/28/2017 | | F | | 88,388 ⁽⁴⁾ | D | \$24.2975 | 340,477 ⁽²⁾ | D | |
| Common stock | 02/28/2017 | | M | | 59,487 ⁽⁵⁾ | A | \$9.91 | 399,964 ⁽²⁾ | D | |
| Common stock | 02/28/2017 | | S | | 59,487 ⁽⁵⁾ | D | \$24.26 ⁽⁶⁾ | 340,477 ⁽²⁾ | D | |
| Common stock | 03/01/2017 | | S | | 69,954 ⁽⁷⁾ | D | \$24.4 ⁽⁸⁾ | 270,523 ⁽²⁾ | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 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) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock options | \$9.91 | 02/28/2017 | | M | | | 59,487 | 05/30/2012 | 05/30/2018 | Common stock | 59,487 | \$9.91 | 0 | D | |

Explanation of Responses:

- Restricted shares that will vest on Feb 28, 2020.
- Includes restricted shares which are subject to forfeiture under certain circumstances.
- Performance based shares, awarded to Mr. Krakowsky on February 28, 2017 after achieving specific performance goals and vesting over the 2014-2017 period.
- This is not an open market sale; rather it represents a surrender of shares to the company to satisfy withholding tax obligations.
- Involves the exercise of 59487 options which were set to expire on May 30, 2018 and subsequent sale of the underlying shares.
- Reflects average price of multiple sales on Feb 28, 2017 ranging from \$24.10-\$24.49. 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.
- Open market sale.
- Reflects average price of multiple sales on March 1, 2017 ranging from \$24.34-\$24.54. 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.

/s/Robert Dobson POA for Philippe Krakowsky 03/01/2017

** Signature of Reporting Person Date

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.