

REGISTRATION NO. 333-22899

=====

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE INTERPUBLIC GROUP OF COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	13-1024020 (I.R.S. Employer Identification No.)
---	---

1271 Avenue of the Americas
New York, New York 10020
212-399-8000
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

NICHOLAS J. CAMERA, VICE PRESIDENT,
GENERAL COUNSEL & SECRETARY
THE INTERPUBLIC GROUP OF COMPANIES, INC.
1271 Avenue of the Americas
New York, New York 10020
212-399-8000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

The Commission is requested to mail signed copies of all orders,
notices and communications to:

Theodore H. Paraskevas, Esq. The Interpublic Group of Companies, Inc. 1271 Avenue of the Americas New York, New York 10020 212-399-8000	Barry Fox, Esq. Cleary, Gottlieb, Steen & Hamilton One Liberty Plaza New York, New York 10006 212-225-2000
--	---

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE
PUBLIC: As soon as practicable after this Registration Statement
becomes effective.

If the only securities being registered on this Form are
being offered pursuant to dividend or interest reinvestment
plans, please check the following box.

If any of the securities being registered on this Form are
to be offered on a delayed or continuous basis pursuant to Rule
415 under the Securities Act of 1933, other than securities
offered only in connection with dividend or interest reinvestment
plans, check the following box.

If this Form is filed to register additional securities for
an offering pursuant to Rule 462(b) under the Securities Act,
please check the following box and list the Securities Act
registration statement number of the earlier effective
registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant
to Rule 462(c) under the Securities Act, please check the
following box and list the Securities Act registration statement

number of the earlier effective registration statement for the same offering. |_|

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_|

The purpose of this Post-effective Amendment No. 2 is to deregister 180,126 shares of common stock of the registrant (prior to the stock split effected as of July 15, 1997) pursuant to Item 17(a)(3) of this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 2nd day of September, 1997.

THE INTERPUBLIC GROUP OF COMPANIES, INC.
(Registrant)

By: /s/ Nicholas J. Camera

Nicholas J. Camera
Vice President, General Counsel
and Secretary